

BYLAWS
OF THE IDAHO ASSOCIATION
OF PUBLIC ACCOUNTANTS, INC.

ARTICLE I
GENERAL PROVISIONS AND PROPERTY INTERESTS

Section I. This Association shall be operated for the purpose of fostering social relationships between persons engaged in similar professions and to improve the educational and cultural needs of its members; to elevate and maintain among its members a high standard of proficiency and integrity; to cultivate a spirit of professional cooperation among its members; to organize chapters throughout the state; and to establish good will and understanding between the general public and the membership of the Idaho Association of Public Accountants.

Section II. All of the income, revenue and earnings of the Association shall be held, used, managed, devoted, expended and applied to carrying out the objects and purposes of this Association.

ARTICLE II
MEMBERSHIP

Section I. Membership in the Idaho Association of Public Accountants, Inc. shall consist of four classes: Active, Associate, Student, Retired, Special, or Honorary members. All applicants for membership must be of good moral character; must pledge to conform to the Association's Rules of Professional Conduct; and must be citizens of the United States.

Section II. Persons meeting the requirements below shall be eligible for Active Membership in the Association:

A. Those who possess a valid permit as a Licensed Public Accountant or Certified Public Accountant for the practice of public accountancy; or,

B. Those persons who:

1) Have had not less than three years of public accounting experience as a principal in the practice of public accounting field.

2) Hold a bachelor's degree in accounting and one year public accounting experience, or persons with a two-year degree (or equivalent formal education) in accounting and two years experience in the public accounting field.

3) Are Enrolled Agents with two years experience in the Public Accounting field.

4) Persons who are employees of active Association members and have at least three years experience in the public accounting field.

5) Other persons are deemed qualified by the Board of Directors and/or approved by majority vote of the Board.

Section 3. Persons shall be eligible for Associate Membership in the Association who qualify in any one of the following categories: (a) Educators; (b) Accountants in governmental services; (c) Accountants employed by private organizations; (d) Officers and employee accountants of banks and other financial institutions; (e) Individuals who do not qualify as Active Members but who meet all of the following conditions:

(1) Have had not less than three years of experience in the above-described occupations.

(2) Hold themselves out for the rendition of accounting and tax preparation services to the general public.

(3) Maintain an office for the rendition of accounting services for the general public.

Section 4. Student Membership. Seniors in high school, or college students majoring in accounting who do not qualify as active or associate members.

Section 5. Special, retired or Honorary membership may be issued at the discretion of the Board of Directors.

Section 6. Only Active Members shall be eligible to vote and hold office. Associate, Student Member, or special or honorary members shall have all the privileges of active members except those of voting and holding office and except as otherwise expressly limited to Active Members by these bylaws.

ARTICLE III
ADMISSION TO MEMBERSHIP

Section I. Application for membership in the Association shall be on a form approved by the Board of Directors and forwarded to the Executive Office. The board of Directors shall establish procedures for processing of applications and the evaluation of a candidate's character and qualifications; provided, such procedures are consistent with the Constitution and Bylaws of the Association. The Board shall have the right of final acceptance or rejection of all applications and shall consider all communications received concerning any candidate.

Section 2. The Board of Directors shall have the power to prescribe rules and regulations pertaining to membership, including the receipt and collection of dues, the issuing of certificates which shall be signed by the president and secretary, and all other matters necessary to the proper administration of the membership not inconsistent with the Constitution and bylaws of the Association.

Section 3. All appeals resulting from rejection of membership applications shall be in writing with the Board of Directors. The actions of the Board of Directors in such matters shall be final.

Section 4. A member not in default in payment of dues, and against whom no complaints or charges are pending, may at any time file his/her resignation in writing with the Executive Director of the Association, and it shall become effective as of the date it was filed.

ARTICLE IV DUES

Section 1. The dues for annual membership shall be set by the members at the annual meeting. Dues will be payable on or by June 1 of each year, in advance for the ensuing year.

Section 2. The Board of Directors may levy such additional assessments as are necessary to carry out the activities of the Association, upon ratification by two-thirds (2/3) majority of the members of the Association actually voting by referendum.

Section 3. If any member shall fail to pay any installment of dues within ninety (90) days after the same shall become payable, it shall be the duty of the Executive Director to send by mail to each member so in default a notice to the effect that, unless such dues are paid within fifteen (15) days thereafter, such member is subject to suspension. Any member whose dues delinquency shall extend six (6) months shall be subject to immediate suspension without further notice.

Section 4. If any member shall have been suspended for nonpayment of dues and his/her record discloses no complaints or charges, he/she may be eligible for reinstatement by forwarding a written request to the Executive Director and paying one year's dues in full.

Section 5. Any member who becomes totally disabled may apply in writing for a waiver of dues for the duration of total disability. Such application shall be subject to review and approval of the Board of Directors.

ARTICLE V SUSPENSION OR EXPULSION OF MEMBERS

Section 1. A member is rendered liable to suspension or expulsion by:

- (a) Refusing or neglecting to give effect to any decision of the Association or the Board of Directors.
- (b) Any of the Bylaws or any of the rules of professional conduct as approved by the Board of Directors.
- (c) His/her license to practice Public Accountancy being withdrawn or revoked, and such withdrawal or revocation remain in effect.
- (d) Conviction by a court of competent jurisdiction of having committed any fraud, or be insane or to be otherwise incompetent.
- (e) Being found by the Board of Directors to be guilty of any act that reflects discredit upon the accounting profession.
- (f) Conviction of a crime involving moral turpitude.
- (g) Failure of Active Members to complete eighty (80) hours of continuing education every two (2) years.

ARTICLE VI ETHICS COMMITTEE

Section 1. Any complaint or charge against a member under Article V shall be in writing with the Executive Director who shall forward same to the Committee on Ethics and Grievances.

Section 2. The Committee on Ethics and Grievances shall consider the charges in the complaint. If, after considering the charges, the Committee by a majority vote does not consider that a violation has been committed, the Committee shall dismiss any complaint against a member, or if the committee shall fail to act thereon within ninety (90) days after such complaint is received, the member filing the complaint may present the complaint in writing to the Board of Directors for investigation and decision. If, upon consideration of the charges in the complaint, the Committee on Ethics and Grievances is of the opinion that probable cause existed for the filing of the complaint, then the Committee shall request the Executive Director to notify the accused member in writing of the charges against him and summon him to appear before the Trial Board to answer at the time and place of the next meeting of the Trial Board.

Section 3. The President of the Association shall appoint three members and they shall constitute a Trial Board and shall meet for hearing of cases not less than thirty (30) days, nor more than ninety (90) days of the filing of such case. The President may, at his/her discretion, appoint additional members to the Trial Board as he/she deems necessary.

Section 4. As rules of procedure in the conduct of cases before the Trial Board, the following is provided: (a) Notice of the time and place of the hearing shall be sent by the Executive Director to the parties concerned at least thirty (30) days prior to the proposed session of the Trial Board. (b) The Committee on Ethics and Grievances, or a member or representative thereof, shall present any evidence of the alleged violation or violations and shall have the

burden of proof in matters before the Trial Board. (c) Having heard the evidence presented by the Committee on Ethics and Grievances, or a member or representative thereof, shall present any evidence of the alleged violation or violations and shall have the burden of proof in matters before the Trial Board, by a majority vote of the members present and voting, shall enter its written order and recommend acquittal, censure, or suspension for a period of time not to exceed one (1) year or expulsion of the member against whom the complaint has been filed. (d) The Trial Board shall submit a statement of the case and its order to the Board of Directors.

Section 5. The member against whom an order of the Trial Board is entered shall have the right to appeal to the Board of Directors within ninety (90) days from the submission of the Trial Board's statement of the case and its order for review of the record of the case before the Trial Board. The Board of Directors shall review the record on appeal and enter its decision, either sustaining the action of the Trial Board or remanding the case to the Trial Board for further action not inconsistent with the decision of the Board of Directors. There shall be no appeal from the decision of the Board of Directors.

Section 6. If no appeal to the Board of Directors is taken by the defendant member within the time herein provided, the Executive Director shall notify the Board of Directors of such fact and action recommended by the Trial Board shall be carried out immediately.

ARTICLE VII OFFICERS OF THE ASSOCIATION

Section 1. The officers of the Association shall consist of a president, two vice presidents, a secretary and treasurer, each of whom shall be a member of the Board of Directors, and each of whom shall be elected by the general membership at its annual meeting. Vacancies occurring in any office of this Association may be filled by elections or appointments by the Board of Directors at any special meeting. All officers shall hold their offices until the next annual meeting of the general membership and until their successors are elected and qualified, subject to prior death, resignation or removal from office.

Section 2. The President shall be the chief executive officer of this Association. He/she shall act as chairman at all meetings of the membership and shall preside at all meetings of the Board of Directors. He/she shall sign all deeds, leases, contracts, mortgages, deeds of trust and other instruments binding upon the Association, and perform such other duties as may be required from time to time by the Board of Directors. The President, subject to the approval of the Board of Directors, shall appoint a financial affairs committee to prepare a Plain Paper Financial Report from the Association's receipts and expenditures and to present a written report annually for the Board's approval.

Section 3. The First Vice President shall have such powers and shall perform such duties as are or shall be prescribed by the Bylaws, the Board of Directors, or the President. In case of the disability of the President to perform his/her duties, upon his/her absence from any meeting where his/her presence would be required, the First Vice President shall perform the duties of the President during the continuance of such disability or absence. If the office of the President shall become vacant, the First Vice President shall thereupon become President of the Association for the unexpired term. Such service shall not affect the First Vice President's being nominated for the office of President of the Association at the next annual meeting. It shall also be his/her duty as First Vice President to prepare his/her program for his/her probable term as President. The Second Vice President shall have such powers and shall perform such duties as are or shall be prescribed by the Bylaws, the Board of Directors, or the President. In case of the disability of the First Vice President to perform his/her duties, or his/her absence from any meeting where his/her presence would be required, the Second Vice President shall perform the duties of the First Vice President during the continuance of such disability or absence. If the office of the First Vice President shall become vacant the Second Vice President shall thereupon become First Vice President of the Association.

Section 4. The Secretary shall keep the minutes and records of all meetings of the membership and directors and other official business of the Association. The Secretary shall have the power, together with the President or Vice President, to sign all deeds, leases, contracts, mortgages, deeds of trust or other documents executed by the Association; he/she shall also give notice of meetings to members and directors and shall perform such other duties as may be required by the Board of Directors. It shall be the duty of the Secretary to maintain the official membership roster of the Association.

Section 5. It shall be the duty of the Treasurer to receive or cause to receive all moneys and funds of the Association and to deposit the same in the bank or banks designated by the Board of Directors and in the name and to the account of the Association. He/she shall keep full and accurate books of account and shall make such reports of such official transactions of the finances of the association as may be from time to time required by the Board of Directors, and shall perform such other duties as may be required of him/her by the Board of Directors. The treasurer shall prepare or cause to be prepared an annual budget to be submitted to the incoming Board of Directors for approval at the annual convention. The Treasurer is responsible for complying with all city, state and federal tax laws. To apply for exemption from income tax under Section 501(c) (6) of the Internal Revenue Code (business league status), IRS Form 1024 must be filed. If the Society is exempt from paying tax, he/she must file an IRS Form 990 each year.

Section 6. The Directors, by a two-thirds (2/3) majority vote, at any special meeting called for that purpose, may remove any officer from office for cause; provided, however, that no such removal shall impair the contract rights of the Association or any person or entity.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1. The Annual meeting of the members of this Association shall be held at such place or places as the Board of Directors may order or direct before the call of the meeting, and the place of meeting shall be stated in the notice or call for meeting.

Section 2. The annual meeting of the members, for the election of officers and directors and for the transaction of such other business as may come before the meeting, shall be held within 30 days before or after the fiscal year end or at such other times as may be specified in a resolution or waiver adopted or signed by a majority interest of the members. All business lawfully to be transacted at any meeting of the members, general or special, may be transacted at any meeting of the members, without further or special notice.

Section 3. For all meetings of the membership, written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting by mail, by or at the direction of the President, or the Secretary, or the officers or person calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage paid thereon.

Section 4. Special meetings of the members may be called at any time upon the conditions and in the manner provided by Idaho Code 30-310. If the Secretary shall neglect or refuse to issue a call for the special meeting within ten (10) days after being duly requested so to do, the director or member or members making the request may proceed to issue the call for such meeting., Notice of such special meeting shall be given as provided in Section 3 of this Article.

Section 5. The number of members present in person of the total membership shall constitute a quorum at any meeting of the membership. The affirmative vote of a majority of the members present at the meeting shall be the act of the membership, unless the vote of a greater number is required by law, The Articles of Incorporation, or other provision of these Bylaws.

Section 6. Members shall be entitled to vote by absentee ballots in the election of officers, board members and changes in Bylaws. Each eligible member shall be mailed an official ballot containing the names of all such candidates and other issues to be voted on. Ballots must be dated and signed by the member voting and mailed in a sealed envelope marked ballot to the registered office of the Association no later than seven (7) days before the Annual meeting. It will be the duty of the President to appoint clerks or tellers that will be responsible for opening and counting and to report the vote of the ballots to the President, who shall immediately announce the results of the vote at the Annual meeting of the members.

Section 7. The President of the Association shall preside at all meetings of the members. In the President's absence, the vice-president shall preside. In the absence of all these officers, any member may call the meeting to order and a chairman shall be elected from among the members present. The Secretary of the Association shall act as secretary at all meetings of the members, but in the Secretary's absence, the presiding officer may appoint any member present to act as secretary of the meeting.

Section 8. At all membership meetings, the following order of business shall be observed, as far as consistent with the purposes of the meeting:

1. Call of the roll to determine the membership represented at the meeting.
2. Reading of notice and proof of call of meeting.
3. Reading and correction of minutes of previous meeting.
4. Reports of officers.
5. Reports of committees.
6. Unfinished business.
7. New business.
8. Election of directors and officers.
9. Miscellaneous business.
10. Adjournment.

ARTICLE IX BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by the Board of Directors whom shall all be members of the Association. The Board of Directors shall be responsible for the overall policy and operation of the Association and shall have the authority to make final determination on all major policies, review considerations, budgetary matters and other significant activities related to the on-going operations of the Association.

Section 2. The Board of Directors shall consist of one (1) director from each of the three (3) Idaho districts, the President, 1st Vice President, 2nd Vice President, Immediate Past President, Secretary, Treasurer, Member of the State Board of Accountancy, and the State Director. Each director shall hold office until his/her successor shall have been elected or appointed and qualified.

Section 3. Except as otherwise specifically provided herein, officers and directors shall be elected for their respective annual terms at the annual meeting of the Association and shall hold office from the adjournment of said meeting until their successors are elected or until their earlier death, resignation or removal. Nomination for election to the board of directors shall be made by the nominating committee. The nominating committee shall make at least as many nominations as are necessary to fill the vacant positions existing on the Board of Directors. The membership shall be notified simultaneously with notice of the annual meeting. Other nominations may be made at the annual meeting prior to the election of officers and directors.

Section 4. Any vacancy occurring in the Board of Directors shall be filled by election at a special meeting of the directors called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office, subject to prior death, resignation or removal.

Section 5. The annual meeting of the Board of Directors shall be held without notice at the office of the Association or at such other place as the Board of Directors may designate immediately after the adjournment of the annual meeting of the membership.

Section 6. The Board of Directors shall meet at least two (2) times during the fiscal year of the Association in addition to the annual meeting of the board of directors.

Section 7. Special meetings of the Board of Directors shall be called by the secretary when requested by the President or any member of the Board of Directors upon no less than five (5) days written notice to each director. Special meetings of the directors may be held at any time when members of the board are present and/or consent thereto. Special meetings of the directors shall be held at the principal office of the Association or at any other place designated by the majority of the board of directors.

Section 8. Whenever any notice of any meeting of the Board of Directors is required to be given under the provisions of the law or under the provision of the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether executed before or after the holding of the meeting, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall constitute waiver of required notice and consent to the action taken at the meeting.

Section 9. A majority of the qualified and elected directors shall constitute a quorum for the transaction of business.

Section 10. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Board of Directors. The act of the majority of the directors present, at a meeting at which a quorum is present, shall be the act of the Board of Directors. In case of a tie vote, the question shall be presented to the membership at the next regular membership meeting.

Section 11. Any director may resign at any time. Such resignation shall be made in writing to the Board of Directors and shall take effect at the time specified herein, or if no time be specified, at the time of its receipt by the board.

Section 12. Any director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the members of the board of directors at any regular meeting of the Board of Directors, on written notice setting forth the reasons and grounds therefore, mailed to each director at his/her last known address at least ten (10) days prior to the date of such meeting. Further, any or all of the directors may be removed from office by a two-thirds (2/3) vote of the members at a special meeting called for that purpose, with notice.

Section 13. Annual Report. The Board of Directors shall cause to be sent to the members, not later than ninety (90) days after the close of the fiscal or calendar year, an annual report of the financial affairs of the corporation.

Section 14. The Board of Directors shall annually appoint one of the association members to the board of the Scholarship foundation.

ARTICLE X CHAPTERS

Section 1. Chapters may be formed to promote, educate, and assist the membership in the field of Accounting and related functions.

Section 2. A chapter may be formed by a written request from a minimum of ten (10) active members to the Board of Directors.

Section 3. Each chapter application must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4. (a) When a Chapter has been duly formed and affiliated with the Association in the manner prescribed, there shall be issued to said Chapter an authorization duly signed and executed by the Board of

Directors. The acceptance of said authority by said Chapter shall be deemed to be ratification and acceptance of the Articles of Incorporation and Constitution and Bylaws of the Association and, there, shall be bound by their contents.

(b) The procedure of Chapters shall be covered by the Manual of Chapter Procedures as adopted and amended from time to time by the Board of Directors.

Section 5. All moneys accumulated by Chapters shall belong to said Chapter for the purpose of promoting regularly sanctioned Chapter Activities. A financial report of receipts and disbursements must be received by the Association on a quarterly basis.

Section 6. A Chapter shall have its own Officers consisting of a President, Vice President, Secretary, and Treasurer. Each Chapter shall hold an annual meeting in the month of May, at which time Officers and Convention Delegates shall be elected for the ensuing year. Elected officer assume their duties at the first meeting in July of each year. The notice of meeting shall comply with those of Article VIII Section 3 of the bylaws.

Section 7. Authorization to operate as a Chapter may be withdrawn by the Board of Directors with a three-quarters (3/4) majority vote for failure of the Chapter to be governed by the Manual of Chapter Procedures or otherwise comply with the Bylaws of the Association. A Chapter may voluntarily surrender its authority to operate as a Chapter with thirty (30) days written notice to the Board of Directors of the Association. In the event authority to operate as a Chapter shall be withdrawn or voluntarily surrendered, all assets of the discontinued Chapter shall be transferred to the Association, which shall pay out of said assets all legal obligations of the discontinued Chapter. If there is a surplus, then said surplus shall be automatically transferred into the Association. If any member or members of said discontinued Chapter, with sixty (60) days of said discontinuance, shall transfer to another Chapter, then if there are any remaining assets, said assets shall be transferred prorated to said Chapter according to the number of said transferees.

ARTICLE XI COMMITTEES

Section 1. There are hereby created the following standing committees:

- a. Ethics and Grievances
- b. Education
- c. Assistance
- d. Publicity and Public Relations
- e. Membership
- f. State Affairs
- g. Bylaws and Resolutions
- h. Nominating
- i. Financial Review
- j. Convention
- k. Awards

The members of these standing committees shall be appointed by the President for a one (1) year term after the annual meeting of the corporation. The Executive Director of the corporation shall serve as staff to the standing committees.

Section 2. Power of Committees: Unless otherwise expressly provided for in these bylaws, or in the Articles of Incorporation, all standing committees and other committees appointed by the President shall only have such duties as are provided by the Board of Directors. Actions and reports of committees shall be advisory only except in cases otherwise provided for in these bylaws or in the Articles of Incorporation. Unless otherwise so provided, each committee created pursuant to this article may make and operate by its own rules of procedure unless otherwise stated by resolution of the Board of Directors.

Section 3. Meetings of Committees: Unless otherwise expressly provided for in these Bylaws, or in the Articles of Incorporation, or by the Board of Directors, meetings of committees of this corporation shall be called from time to time at the direction of the chairman or upon the request of thirty percent (30%) of the membership thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the committee at such member's last-known address at least twenty-four (24) hours before such meeting, either orally or in writing. Each member of the committee shall be entitled to one (1) vote on all matters voted upon by the committee. Unless otherwise expressly provided by these Bylaws, all actions by a committee shall be by unanimous written approval if taken without a meeting, or if taken at a meeting, then by a majority vote of those then serving on the committee. All actions by all committees shall be expressed in the form of resolutions. The chairman or secretary of each committee shall keep a written record of all resolutions passed by the committee. Such record shall state the resolution verbatim and the date it was passed.

Section 4. The Ethics and Grievance Committee shall consist of at least three (3) members, one (1) of which shall be a member of the Board of Directors. The committee is called upon from time to time to express its opinion on the ethical propriety of a real or hypothetical situation. The Committee provides information and guidance to the Idaho Association of Public Account members in this regard. They are interested in prescribing preventative medicine by alerting Idaho Association of Public Accountants members to the dangers of violation. By clarifying the rules from

time to time, the Committee and the Executive Office promote continuance of high professional standards and thus enhancement of the Society image and that of all practitioners. Any complaint or charge against a member for alleged violation of the Constitution and Bylaws, Rules of Conduct of the Society or for conduct discreditable to the profession must be filed in writing with the Executive Director, who then forwards it to the Ethics and Grievance Committee. After considering the charges, the committee may dismiss or sustain the complaint.

Section 5. The Education Committee shall consist of at least three (3) members, one (1) of which shall be a member of the Board of Directors. The Education Committee studies and makes recommendations for the development of courses for correspondence study and group study and other educational programs to encourage and stimulate self-improvement, and provide accounting practitioners with opportunities to develop and maintain their technical competence. Other activities of the Education Committee include developing bulletins, pamphlets, brochures and other educational aids

Section 6. The Assistance Committee shall consist of at least three (3) members, one (1) of which shall be a member of the Board of Directors. The Assistance Committee shall supervise the associations roll in assisting members family who had died or are incapacitated.

The Financial Review Committee shall consist of at least two (2) members. The Financial Review Committee shall prepare a Plain Paper Financial Report annually from the Association financial records.

Section 7. The Publicity and Public Relations Committee shall consist of at least three (3) members, at least one (1) of which shall be a member of the Board of Directors. The Public Relations Committee shall have the function of assisting the officers and directors of the association in matters of public relations and conducting matters of public relations as assigned to it by the Board of Directors. The Public Relations Committee shall review, study and make recommendations of public relations matters assigned to it by the Board of Directors for recommendation. Such recommendations shall be in writing.

Section 8. The Membership Committee shall consist of at least three (3) members, at least one (1) of whom shall be a member of the Board of Directors. The committee reviews and makes recommendations on means of promoting and increasing membership. The membership committee shall review all applications for membership and advise the secretary of its approval of such applications.

Section 9. The State Affairs Committee shall consist of at least three (3) members, at least one (1) of whom shall be a member of the Board of Directors. The State Affairs Committee shall establish and maintain a liaison with the appropriate federal and state departments and agencies the legislature and the judiciary on issues of concern to Idaho Association of Public Accountants and its members.

Section 10. The Bylaws and Resolution Committee shall consist of at least three (3) members, at least one (1) of whom shall be a member of the Board of Directors. The Bylaws and Resolution Committee shall review all proposed amendments to the Constitution and Bylaws and after meeting present a report and recommendation to the Board of Directors at the annual meeting. Proposed amendments to the Bylaws must be submitted in writing, either to the Chairman of the Bylaws Committee or to the Executive Office for transmittal to the Chairman.

Section 11. Nominating Committee. The Nominating Committee shall consist of at least three (3) members appointed by the President, of whom at least one (1) shall be a member of each district. The Nominating Committee shall oversee and direct the process of nominations for membership on the Board of Directors of the corporation. It shall be the duty of the nominating committee to provide the secretary of the corporation with appropriate names and addresses of nominees for the purpose of notice to the membership in the election process.

Section 12. Convention Committee. The Convention Committee shall consist of at least three (3) members appointed by the President, of whom at least one (1) shall be a member of each district. The Convention Committee shall oversee and direct the process of organizing the annual convention for the association.

Section 13. Awards Committee. The Awards Committee shall consist of at least three (3) members appointed by the President, of whom at least one (1) shall be a member of each district. The Awards Committee shall oversee and direct the process of selecting members for special recognition. It shall be the duty of the awards committee to provide the secretary of the corporation with appropriate names of the candidates for the purpose of official notification.

ARTICLE XII EXECUTIVE DIRECTOR

Section 1. The Board of Directors may appoint an Executive Director of the Association who would function as staff to the Board of Directors. The position of Executive Director shall be that of a part-time or full-time employee or independent contractor who is selected, engaged and directed by the Board of Directors. The terms of his/her employment would be determined by the Board. The Executive Director shall not be a member of the Board of Directors.

Section 2. The Executive Director shall carry out the purposes of the Association within the framework of the legal corporate requirements, Articles and Bylaws of the Association, and the general and specific assignments given by the officers of the Association. The Executive Director is responsible for the day-to-day supervision of the activities of the Association and any employees of the Association.

Section 3. The Executive Director and any employees of the Association, subject to the approval of the Board of Directors shall be reimbursed by the Association for expenses incurred by them on Association business, including mileage at a rate to be determined from time to time by resolution of the Board of Directors.

ARTICLE XIII CONFLICT OF INTEREST

Section 1. No member of the Board of Directors, or committee members, or member at large, shall participate in the discussion or vote on any matter which would involve a personal conflict of interest.

Section 2. Whenever such member has cause to believe that a matter to be voted upon would involve himself in a conflict or possible conflict of interest, he or she shall announce the possible conflict of interest and shall abstain from both participating and voting on such matter until the sitting body can determine the existence of a conflict. The question of whether an actual conflict exists shall be decided by a majority vote of the body sitting during the session that the question of conflict of interest arises.

ARTICLE XIV AMENDMENTS TO BYLAWS

The bylaws of the corporation may be altered, amended or repealed, and new bylaws may be adopted, by vote of a majority of the membership present at any regular or special meeting of the members, voting by absentee ballot shall be allowed as hereinbefore provided.

ARTICLE XV MISCELLANEOUS

Section 1. Inspection of Corporate Records. The membership roll or register or duplicate membership roll of members and directors shall be Open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his/her interests as such member, and shall be exhibited at any time when required by the demand of ten per cent (10%) of the members. Demand of inspection other than that and a membership meeting shall be made in writing upon the president or the secretary of the corporation.

Section 2. Inspection of the Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of the bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Records and Meetings. Summaries of the proceedings of all regular and special meetings of the membership, Board of Directors, Executive Committee and standing committees shall be maintained and made available to members for their inspection. There shall be kept at the principal office of the corporation correct books of account of all the business and transactions of the corporation.

Section 4. Rules of Order. Roberts' Rules of Order shall be the parliamentary guide when not in conflict with the Articles of Incorporation or these bylaws.

Bylaws Adopted June 19, 1986, State Convention, Portland, Oregon.

Bylaw Revision Adopted January 5, 1987, by mail ballot.

Bylaw Revision Adopted June 18, 1987, State Convention, McCall, Idaho.

Bylaw Revision Adopted September 1, 1988, by mail ballot.

Bylaw Revision Adopted June 21, 1991, by mail ballot.

Bylaw Revision Adopted October 30, 1995, by mail ballot.

Bylaw Revision Adopted June 24, 2005, State Convention, Lincoln City, Oregon.

