

**BYLAWS OF
IDAHO OUTFITTERS AND GUIDES ASSOCIATION**
Amended & Approved December 2005

ARTICLE I
NAME

The name of this non-profit corporation shall be “Idaho Outfitters and Guides Association, Inc.”, hereafter called the “Association”.

ARTICLE II
PURPOSE

The purposes for which this Association is organized shall be to serve as a business trade association, within the meaning of Section 501 (c)(6) of the Internal Revenue Code, representing the Idaho outfitting and guiding industry. Furthermore, its purposes shall be as those set forth in Article II of the Articles of Incorporation, as follows:

1. To promote generally and especially the interests of its members engaged in public recreation, fishing and hunting pursuits.
2. To foster a spirit of good will among those persons engaged in the outfitting, guiding and recreational industry, to promote ethical practices in their relationship with each other and the general public, to the end that all interests may be served fairly.
3. To promote and advertise recreational and wildlife features of the State of Idaho.
4. To assist, co-operate and enter into agreements with the proper departments of the United States Government and the State of Idaho, in the promotion, caring for, preservation, conservation, development, harvesting, and taking of fish, game and wildlife and responsible shared use of the natural resources.
5. To further the adoption of adequate rules and regulations for the preservation and taking of wildlife within the State of Idaho.
6. To collaborate, co-operate and exchange data with similar organizations.
7. To own and control real and personal property and to sell, assign and lease the same.
8. To borrow, give or lend money, pledge, mortgage or hypothecate property or security for the payment of any debt or obligation, and to do so at any and all times necessary to carry out the general purposes.
9. To pursue any and all other lawful purposes of a nonprofit corporation without being restricted or limited to the above enumerated purposes and to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other associations, firms, individuals or governmental agencies, and of every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof: Provided, the same is not inconsistent with the laws of the State of Idaho.

ARTICLE III
CODE OF ETHICS

There shall be a Code of Ethics for members of this Association to adhere to which are set forth as follows:

1. The outfitter and guide will utilize his knowledge and skill for the benefit of the public and the profession he serves. He will cooperatively strive to extend the public knowledge and appreciation of his profession.
2. He shall advertise only in a dignified manner, setting forth a factual presentation of the services he is prepared to render for his prospective clients or the public and the cost of such services.
3. If he has the responsibility to furnish boat, stock or other equipment, the equipment furnished shall be safely maintained, operated and handled; the stock in such a situation conditioned to the job at hand. He shall maintain adequate, sanitary service facilities and serve clean, wholesome food; both service to be conditioned only by the primitiveness of the surroundings.
4. He shall be licensed and bonded as an outfitter and/or guide by the State of Idaho and shall adhere to the laws and regulations, Federal and State, which govern the profession.
5. He will support the fish and game laws and will be fully able to use approved methods in the care of wildlife meat and trophies. He shall protect the fields and forest from the ravages of wild fire and support the conservation of natural resources.
6. The outfitter and guide will be loyal to his client or employer and perform his job to the best of his ability at all times.
7. He shall respect the rights of other outfitters and guides and shall not, without just cause, directly or indirectly, injure their reputation or business. He will refrain from expressing publicly; opinions in regard to his associates or on allied technical subjects, unless he is informed as to facts relating thereto.
8. He will guard his profession against the admission to its ranks of persons unqualified because of the lack of good moral character or who are, because of inadequate training, unable to perform as a professional.
9. He will cooperate in extending training opportunities to others through an interchange of ideas and experiences and by seeking other means to assure the longevity of the profession.
10. The outfitter and guide shall direct his best efforts towards the fulfillment of his contractual obligations, but he shall do nothing that will infringe on the rights of his guests or the cause of good sportsmanship.
11. He shall practice appropriate minimum impact camping techniques, and he shall cooperate with other outfitters and guides and agency personnel to continue to develop better methods of caring for the lands and waters upon which he outfits and guides.

ARTICLE IV **OFFICES**

The original principle and registered office of the Association in the State of Idaho was located in the City of Salmon, County of Lemhi. The principle and regular office of the Association can be changed to other locations within the State of Idaho by compliance with the Idaho Business Corporations Act.

ARTICLE V **DURATION**

The duration of this Association shall be perpetual.

ARTICLE VI **MEMBERSHIP**

Section 1. Membership Classes. The Association shall have the following classes of membership:

A. OUTFITTER MEMBERS shall be any persons, including but not limited to estates, partnerships, or corporations who hold a current outfitter license with the State of Idaho and are in good standing with such licensing body. Any person holding an Idaho outfitter license and seeking membership must join the Association as an outfitter member. Members must agree with and adhere to the stated Purposes of the Association, its Code of Ethics, and have paid the required dues of this association. Membership applications must be approved by a two-thirds affirmative vote of the Board of Directors. This category of membership can also include outfitter/spouse, outfitter/partner(s) and multiple licensed designated agents.

B. GUIDE MEMBERS may be any person who holds a current guide license but who does not hold a current outfitter license with the State of Idaho and is in good standing with such licensing body. Members must agree with and adhere to the stated Purpose of the Association, its Code of Ethics, and have paid the required dues of this Association. Membership applications must be approved by a two-thirds affirmative vote of the Board of Directors. This category can include voting and non-voting memberships.

C. HONORARY LIFETIME MEMBERS: Those people who have shown distinctive service, or have given of their time, talents, or resources to aid or assist the Association in its goals or Purposes can be offered membership as an Honorary Lifetime Member. To qualify, the person must be recommended by a majority vote of the Board of Directors and receive an affirmative vote of the majority of the Voting Members present at the next annual or semi-annual meeting of the Association. An Honorary Member shall not be subject to any fees or assessments, and shall be considered a lifetime member of the Association.

D. ASSOCIATE MEMBERS

(1.) Business Associate Members shall include any persons or business, not meeting the requirements of an outfitter or a guide as described in Section 1 A B and C, above, who have a commercial interest in IOGA or its outfitter members and are supportive of this Association's stated Purposes and Code of Ethics. Membership applications must be approved by a two-thirds affirmative vote of the Board of Directors and pay the required dues of this Association.

(2.) Supporter Members shall include any persons or business, not meeting the requirements of an outfitter, guide, or business associate member as described in Section 1A, B, C or D(1), above, who are interested in the outfitting industry and supportive of this Association's stated Purposes and Code of Ethics. Membership applications must be approved by a two-thirds affirmative vote of the Board of Directors and pay the required dues of this Association.

Section 2. Membership Dues. Dues for each membership classification shall be set by the Board of Directors. The Board may review the dues for any classification annually and in the absence of Board action, dues shall remain at the rate established for the previous year.

Section 3. Membership Voting Rights. Members in good standing with current dues fully paid are entitled to vote as designated below:

- A. Outfitter members may designate no more than two (2) people who can vote for the business (examples: outfitter & spouse or two partners or outfitter & one D.A., etc.) Names must be designated when joining or renewing membership.
- B. Guide members who have paid dues as Voting Guide members shall have one vote.
- C. Honorary Lifetime Outfitter and Guide members who are presently licensed shall have voting privileges as per their outfitter category. Those who are not active outfitters shall have no vote.
- D. All members may participate in discussions of the affairs of the Association but no other membership classification shall have voting privileges.
- E. All those members eligible to vote shall be hereafter collectively referred to as "Voting Members" in these by-laws.

Section 4. Default and Loss of Membership Privileges. At which time as dues are set by the Board of Directors, a due date shall also be established. When any member is in default of payment after such date, they shall be notified that until paid, they are no longer a member in good standing and have relinquished their voting rights and privileges of membership in the Association. When any member shall be in default in the payment of dues after a date set by the Board of Directors, their membership can be terminated and they shall lose all privileges of membership in the Association.

Section 5. Termination of Membership. Any member who is suspected of not abiding by the Purposes of the Association or adhering to its Code of Ethics, may be placed under review, suspended, or their membership terminated after undergoing a fair and reasonable procedure as follows:

1. Charges. Alleged violations and preliminary proof shall be filed in affidavit form with the Association's elected secretary or Executive Director.
2. Investigation. A committee shall be established by the Board of Directors to investigate the charges and determine after reviewing all the relevant facts and circumstances if a hearing is warranted. If future action is called for, the hearing date shall be set and the committee shall notify the Association's elected secretary or Executive Director.
3. Notification. The Association's elected secretary or Executive Director shall notify the member in question via a registered letter, sent to the last known address shown on the Association's records, sent at least 15 days prior to the hearing date. The notice shall contain a copy of the charges, time and place of hearing, and a statement of the member's rights to be present at the hearing, to present a defense orally or in writing, and to receive a copy of any transcript.
4. Hearing. In conducting the hearing the committee should preserve decorum and fair play, restrict evidence and testimony to the written charges, and uphold the right of the accused member to present, to cross-examine witnesses, and to refute the charges which have been made.
5. Decision. The hearing committee should within a reasonable time make findings of fact on the essential points at issue, recommend a decision of guilt or innocence, and send a copy of the recommended decision and findings of fact to the accused member and to the Association's elected secretary or Executive Director.

6. **Penalty.** If the member is found guilty of the charges, the committee should recommend a penalty to the Board of Directors. The Board of Directors, by majority vote of a legal quorum, shall act upon the recommendation.
7. **Appeal.** Any proceeding challenging an expulsion, suspension or termination including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination. Such an appeal will be heard by the Board of Directors.

Section 6. Transfer of Membership. Membership in this Association is not transferable or assignable. In cases when a current member business changes ownership during the membership year, the new owners can, at the discretion of the Executive Committee, Board of Directors, or Executive Director, be offered a complimentary membership for the duration of that membership year. After which time, an application for new membership must be submitted, approved, and dues paid.

Section 7. Renewal. Members in good standing with the Association, holding a current outfitter/guide license with the State of Idaho and in good standing with such licensing body if applicable, and having been a member the previous year, may upon payment of appropriate dues, renew their membership.

ARTICLE VII

MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held every year, at a time and place to be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Semi-Annual Meeting. A semi-annual meeting of the membership and /or a Board of Directors meeting may be held in the spring of each year at a time and place to be determined by the Board of Directors for the purpose of transaction of such business as may come before the meeting.

Section 3. Notice of all General Membership Meetings: Unless otherwise required by the Idaho Nonprofit Corporation Act, as amended, written or printed notice stating the place, day and hour of any meeting of the members of the Association shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President, two-thirds of the Board of Directors, or not less than one-fifth of the membership of the Association. The purpose for which the meeting is called shall be stated in the notice.

Section 5. Quorum Unless the vote of a greater number is required by law, the Articles of Incorporation, or these by-laws, a quorum necessary to conduct business at the annual meeting or special meetings of the members shall consist of twenty-five (25) Voting Members or 25% of the Voting Members, whichever is less. However, a quorum of not less than 25% of the members eligible to vote must be present to act upon any item not addressed in the Notice of Meeting.

Section 6. Proxies. At any meeting of the Voting Members, a Voting Member must be present to be entitled to vote on general matters and resolutions and no vote by proxy shall be recognized or counted. During elections of officers and Board of Directors, those attending the meeting may vote after nominations have closed and ballots printed provided they will not be present at the time of the actual voting.

Section 7. Informal Action of Members. Any action required by law to be taken at a meeting of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least two-thirds of the members entitled to vote with respect to the subject matter thereof.

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1. Number and Qualification. The Board of Directors shall consist of nine (9) Voting Members, plus the President, Vice-Presidents, and Treasurer.

Section 2. Election and Tenure of Board of Directors. At each annual meeting, three of the nine directors shall be elected, by a majority of Voting Members present at that annual meeting provided at least a quorum is present, to serve a term of three (3) years. Only Voting Members of this Association in good standing with dues fully paid shall be eligible to serve as elected members of the Board of Directors. New Directors shall take office immediately following adjournment of the annual meeting. To help ensure a smooth transfer of business, the retiring president shall, upon still meeting the qualifications of a Board of Director, automatically serve a three-year term on the Board of Directors. If that transpires, then only two (2) directors will be elected at that annual meeting.

Section 3. Meetings. The Board of Directors shall meet at least twice during the calendar year. Meetings will be held in conjunction with the membership's annual meeting and with or in place of a semi-annual meeting of the Association.

Section 4. (A) Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any six (6) Directors or a majority of the Executive Committee. Written notice of any special meeting shall be given at least ten (10) days prior to the meeting. The main business to be transacted, the date and location shall be specified in the written notice.

(B) Polling the Board of Directors. When questions arise which require action by the Board of Directors, the president may poll the Directors individually by mail or telephone or electronic media, and shall be guided by a majority vote. The President and/or Executive Director shall keep a record of all questions decided upon, keep a record of the voting, and present the results at the next meeting of the Board of Directors.

Section 5. Quorum. At any properly called meeting of the Board of Directors, the presence of a simple majority of all Directors shall constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting thereof, 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 By-laws.

Section 7. Surrendering Office. Any officer or director who shall be absent from two (2) consecutive meetings without excuse satisfactory to the Board of Directors shall be deemed to have surrendered his office.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board; but nothing herein contained shall be construed to preclude an Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Duties and General Powers. The affairs and business of the Association shall be managed by its Board of Directors. These affairs and businesses will include but not be limited to the following items:

A. The Board shall set the priorities on the policy positions and evaluate the actions of the Association on behalf of the members; carry out the policy dictates of the members, subject to the budget established by the Executive committee.

B. The Board shall appoint the Executive Director, consultants or other services, define their duties, responsibilities and the extent of authority, consistent with the policy of the Association, its Articles of Incorporation and By-Laws.

C. The Board of Directors shall require an annual audit of the records of the Association, including the internal operating policies of the Association and may require special audits at any time.

D. The Board of Directors shall have authority to determine Association policy, where policy is defined as those public issues and positions in which the Association represents the outfitting industry, in the interim between meetings of the membership on any subjects or matters not covered elsewhere in these bylaws or in existing policy. Such interim policy shall become Association policy, unless contested by the membership at the next meeting thereof. The Board of Directors shall have the authority to interpret Association policy whenever it may be necessary. The Board of Directors may, by a two-thirds vote of the Directors present at the meeting modify existing Association policy. Any action by the Board of Directors modifying Association policy is subject to a call for ratification from the membership at the next meeting thereof. Absence of membership ratification action will not diminish the effectiveness of Board action.

E. The Board of Directors shall have authority to delegate to the Executive Committee such of its powers as it deems necessary and appropriate, not prohibited by law or elsewhere in these bylaws.

F. The Board of Directors shall establish membership classifications for the Association and set the dues for each membership classification. At least sixty (60) days prior to the close of any given Fiscal year, the Board may act to change the dues. If no action is taken within that time frame, dues shall remain at the level currently in place.

G. The Board of Directors shall authorize and define the powers and duties of all committees and their chairman, make such appointments as necessary except as otherwise provided in the bylaws.

Section 11. General Standards for Directors

1. A director shall discharge his duties as a director, including his duties as a member of a committee:
 - a) In good faith;
 - b) With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
 - c) In a manner the director reasonably believes to be in the best interests of the corporation.
2. In discharging his duties, a director is entitled to rely on information, opinions, reports or statement, including financial statements and other financial data, if prepared or presented by:
 - a) One (1) or more officers or employees of the corporation whom the director reasonably believes are within the person's professional or expert competence;
 - b) Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
 - c) A committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence;
3. 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 (2) of this section unwarranted.

4. A board of director may be removed and/or censured by a 2/3 majority vote of the Board of Directors for unethical, unprofessional, and behavior unbecoming of a board member.
5. A director is not liable to the corporation, any member, or any other person for any action taken or not taken as a director, if the director acted in compliance with this section.
6. A director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administrated by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE IX

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, Vice President, Section Vice Presidents, a Treasurer, and such other officers as may be elected to accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including a secretary and one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No person shall hold more than one office at the same time.

Section 2. Election, Term of Office, and Qualification. The President, Vice President, and Treasurer shall be Voting Members of the Association in good standing, and shall have been elected by a majority secret ballot vote of the Voting Members present at the appropriate annual meeting. The President and Vice President shall have served on the Board of Directors. The officers shall serve a term of two (2) years, or until their successor shall have been elected.

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

Section 4. President. The President shall be the principal executive officer of the Association and shall, in general, supervise all of the business and affairs of the Association. He shall preside at all meetings of the members, the Board of Directors and the Executive Committee. He may sign, with any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds and contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice Presidents.

A. The Vice Presidents shall consist of the Vice President and such Section Vice Presidents as needed; i. e Vice President Rivers, Vice President Hunting, Vice President Recreation. For simplicity, the Vice President and the Section Vice Presidents are collectively called Vice Presidents in these Bylaws.

B. Duties of Vice Presidents.

(1) Vice President. The Vice President shall perform all duties incident to the office of Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President 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.

(2) Section Vice Presidents. Section Vice Presidents shall consist of Vice President Rivers, Vice President Hunting, Vice President Recreation and Vice President of such other activities as the Board of Directors may designate. Section Vice Presidents shall supervise the meetings of their respective

sections and bring to the attention of the President, the Board of Directors, and/or the Association such business as is appropriate. The Activities Section Vice Presidents may act as representatives of the Association only in presenting the views of their respective committees sections.

(3) The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article XV of these By-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors. Any of the duties or responsibilities herein described or implied may be delegated to appointed officers or staff persons.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; 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 and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or Board of Directors. In the absence of an elected or appointed secretary, those duties normally performed by a secretary shall be performed by the Executive Director.

Section 8. Standards of Conduct for Officers

1. An officer with discretionary authority shall discharge his duties under that authority:
 - a) In good faith;
 - b) With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
 - c) In a manner the officer reasonably believes to be in the best interests of the corporation and its members, if any.
2. In discharging his duties, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - a) One (1) or more officers or employees of the corporation whom the director reasonably believes are within the person's professional or expert competence;
 - b) Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
3. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) of this section unwarranted.
4. An officer is not liable to the corporation, any member, or any other person for any action taken or not taken as an officer, if the officer acted in compliance with this section.

ARTICLE X

EXECUTIVE COMMITTEE

Section 1. Committee Composition. There shall be an Executive Committee composed of the President, Vice-President, Section Vice-Presidents, and Treasurer.

Section 2. Duties and General Powers. The Executive Committee shall be the governing body of the Association in the interim between meetings of the Board of Directors, and shall direct the implementation of and funding to support the policies established by the membership and Board of Directors. Procedures, recommended by the Board of Directors and ratified by a simple majority of the membership, shall direct how emergency and interim actions on policy issues, for which policy has not been established, can be handled by the Executive Committee.

Section 3. Meetings. The Executive Committee shall meet as needed at the call of the President. An attempt shall be made, and dutifully noted, to contact all members of the Executive Committee for all Executive Committee meetings or before official action is taken. Meetings may be held by conference call, by electronic media, or at a location established by the President. If official action is to take place through the use of a conference telephone or other communications equipment, all persons participating in the meeting shall hear each other or be able to simultaneously communicate with each other.

Section 4. Financial Duties. The Executive Committee shall counsel with the Executive Director in overseeing the financial operation of the Association and shall assist him in the development of the budget for the Association.

ARTICLE XI

ACTIVITY SECTIONS

Section 1. Provision for Sections. Provision is hereby made for the establishing of Activity Sections to provide representation of specific membership groups, within the leadership structure of the Association. Initially three Sections will be formed as follows:

- (1) Hunting Section
- (2) Rivers Section
- (3) Recreation Section

Section 2. Section Membership and Quorum Membership in these Sections is open to any Association member who is licensed for and engaged in the outfitting services under the segment(s) they represent. Voting Members present at a Section meeting at any annual, semi-annual or special membership meeting shall constitute a quorum, provided that proper written notice of the meeting was mailed to the entire membership.

Section 3. Section Vice Presidents. Each Section will elect a Vice President. Section Vice Presidents shall be Voting Members of the Association in good standing. They will be elected by a majority vote of the quorum present of their respective Sections and affirmed by a majority vote of the general membership voting at the appropriate annual meeting. The officer shall serve a term of two (2) years, or until their successor shall have been elected.

Section 4. Section Vice President Duties. The Vice President of each Section shall serve as a member of the Association's Board of Directors, and Executive Committee during his term. The Section Vice Presidents shall supervise the meetings of their respective Sections and bring to the attention of the President, the Board of Directors, and/or the Association such business as is appropriate. The Section Vice Presidents may act as representatives of the Association only in presenting the views of their respective Sections.

Section 5. Changes in Activity Sections. In the event of a major change of an outfitting activity, the Board of Directors shall recommend to the Voting Members a corresponding change to add, change or delete a section, its

office of Vice President, and seat on the Board of Directors. These changes shall then be approved by a majority vote of the Voting Members present at a meeting of the membership that has included such action in its notice.

ARTICLE XII **COMMITTEES**

Section 1. Creation and Operation of Committees. Committees shall be created, as needed, by the President and the Board of Directors. Written policy and procedures detailing, but not limited to, the committee's role, structure, authority in policy and financial matters, expected interaction and communication within the committee and with other Association committees, Sections, staff, consultants and others, shall be developed when the Committee is formed and shall be approved by the Board of Directors.

Section 2. Committee Appointments. Leadership and membership on committees shall be appointed and/or approved by the Board of Directors. In the absence of a formal Board of Directors meeting, the President may make appointments to a new committee or to an existing committee as necessary to allow the full function of the committee. Should the President invoke this option, the appointment will be placed before the Board of Directors at their next regular meeting for either ratification or re-appointment of the members to the committee.

ARTICLE XIII **CHAPTERS**

Provision is hereby made for the establishing of Chapters to serve as an outreach of the statewide organization. Outfitters and guides within a local region of the state or operating within a region of the state, may petition the Association's Executive Committee to form a new chapter. Upon approval of the Executive Committee, the Chapter shall operate under established guidelines. The Board of Directors shall have the authority to set additional policy that governs Chapter activities.

ARTICLE XIV **EXECUTIVE DIRECTOR**

Section 1. Duties. The Board of Directors shall have the authority to hire and retain the services of an Executive Director. In the absence of an elected or appointed secretary, the Executive Director shall be the Chief Administrative Officer of the Association and shall have full responsibility for, and supervision of, all property, personnel and records of the Association, and shall be accountable to the Executive Committee and the Board of Directors for his performance. Should the position of Association secretary be filled, the Board of Directors will then establish the specific duties of that position and those of the Executive Director.

Section 2. Authority and Duties Consistent with administrative policy, the Executive Director shall have the authority to employ sufficient professional and clerical help to conduct the affairs of the Association; define the duties and responsibilities of said employees and establish their title or office. He shall act as custodian of all property belonging to the Association, maintain the records of the Association, write and forward communications for the Association, and transact such other business as directed by the Board of Directors. The Executive Director shall make a current financial report at each meeting of the Executive Committee and Board of Directors and at such other times as said Executive Committee or Board may request. Any of the duties or responsibilities herein described or implied may be delegated to appointed officers or staff persons.

Section 3. Responsibilities The Executive Director shall produce maintain and serve adequate minutes of all official meetings of the members of the Association, Executive Committee and Board of Directors. He shall be responsible for the performance of all secretarial functions and administrative actions required of the Association in

accordance with the provision of the By-Laws or required by law; be custodian of the Association records, and the seal of the corporation affixing said seal, when appropriate to any documents for which its use is duly authorized in accordance with the provision of these By-Laws; and perform other duties as may be assigned by the President, Executive Committee and Board of Directors.

Section 4. Compensation Compensation for the Executive Director shall be fixed and subject to change by the Board of Directors. Expenses incurred by the Executive Director must be approved by an Officer of the Association on a regular basis, subject to review by the Executive Committee. Major expenses to be incurred by this Association shall be approved by the Executive Committee.

ARTICLE XV **FISCAL MATTERS**

Section 1. Fiscal Year The records of the Association shall be maintained on a fiscal year basis established by the Board of Directors upon the recommendation of the Executive Committee and according to prevailing laws.

Section 2. Financial Reports Annual financial reports of monies received and expended, the Association budget and annual membership reports shall be laid before the Executive Committee and the Board of Directors at the first meeting of those bodies following the end of a fiscal year. Current financial and membership reports shall be made to the Executive Committee and Board whenever a meeting of either body is held and at any other times during the year whenever requested by the Board or by the President.

Section 3. Contracts Contracts or instruments in the normal course of business may be entered into or executed on behalf of, or in the name of the Association by the Executive Director with the authorization and consent of the Executive Committee. Any contract for the purchase or sale of real property or other contracts for special projects or outside the normal course of business shall be subject to the prior approval or ratification of the Board of Directors.

Section 4. Investing and Borrowing The Association shall be able to invest funds from time to time, and to borrow money for the operation of the Association when duly authorized by the Executive Committee.

Section 5. Deposits All funds of the Association shall be deposited from time to time, and to the credit of the Association in such banks, trust companies or other depositories as may be approved by the Executive Committee.

Section 6. Signatures All checks, drafts or orders for the payment of Association money, notes or other evidences of indebtedness, issued in the name of the Association, shall be signed by the designates of the Executive Committee.

Section 7. Gifts and Contributions The Association may accept any gift, bequest, contribution or devise for the general use of the Association or for any special purpose of the Association, subject to the approval of the Board of Directors.

ARTICLE XVI **BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Executive Committee and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XVII
SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal" and such other words as the Board of Directors may determine.

ARTICLE XVIII
LIABILITY OF OFFICERS

The officers and directors of this Association shall not be personally liable for the debts of the Association.

ARTICLE XIX
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Association shall indemnify any officer, or director, or any former officer, or director, employee or agent of the Association, against any and all expenses actually and reasonably incurred by such officer, director, employee or agent, including but not limited to judgements, costs and counsel, in connection with the defense of 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 corporation in which he/she is made a party by reason of being, or having been, a director, officer, employee, or agent of the Association. This indemnification shall include serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and shall include indemnification for any and all other actions specifically authorized under Title 30, Chapter 3 of the Idaho Code, The Idaho Nonprofit Corporation Act.

Section 2. No officer, director, employee or agent of the Association shall have any right to reimbursement in relation to matters as to which such director or officer shall be adjudged to have knowingly and willfully acted in a manner not exhibiting good faith and/or in a manner he/she could not have reasonably believed to be in, or not opposed to the best interest of the corporation.

Section 3. The right to indemnity for expenses shall also apply to expenses of suits which are compromised or settled by court or alternative dispute proceedings. This right of indemnity shall be in addition to, and not inclusive of, all other rights to which officers or directors of the Association may be entitled.

ARTICLE XX
PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to herein.

ARTICLE XXI
USE OF GENDER

The use of the masculine gender is to include the feminine gender.

ARTICLE XXII
PARLIAMENTARY PROCEDURE

The current edition of *The Standard Code of Parliamentary Procedures* governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

ARTICLE XXIII
AMENDMENTS TO BY-LAWS

Section 1. Amendments Recommended by the Board of Directors Amendments recommended by the Board of Directors may be made to these by-laws by a majority vote of the Voting Members present and voting at the annual business meeting of the Association, or at a special meeting of the Association called for the purpose of changing the by-laws, provided the amendment(s) are approved and recommended by the Board of Directors.

Section 2. Amendments from the Membership Amendments not approved or recommended by the Board of Directors require a two-thirds majority vote of the voting members present and voting at the annual meeting of the Association.

Section 3. Notification The entire membership shall be notified by mail, at least thirty (30) but not more than sixty (60) days, prior to the meeting that any by-law amendment will be on the agenda.