Authentisign ID: D690DB78-55D2-F111-BF5B-000D3A4FF82A

BYLAWS

Rural Economic Partners of Southwest Idaho

Formerly Western Alliance for Economic Development

Strengthening Rural Communities Through Partnership

Adopted: 8/27/26

Amended 10/22/26

ARTICLE I - NAME, PURPOSE, AND SERVICE AREA

Section 1. Name.

The name of the organization is Rural Economic Partners of Southwest Idaho (the Organization), formerly known as the Western Alliance for Economic Development.

Section 2. Purpose.

The Organization is an Idaho nonprofit corporation operated under Section 501(c)(3) of the Internal Revenue Code. Its purpose is to promote social welfare by strengthening and preserving rural communities through economic development, community development, collaboration, education, and access to resources. The Organization shall not be operated for private profit, and no part of its net earnings shall benefit any director, officer, member, or other private person, except for reasonable payment for services provided.

Section 3. Service Area.

The Board of Directors shall establish the Organization's primary service area and may authorize services outside that area when doing so supports the Organization's purpose.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility.

Any municipality, county, organization, business, or individual that supports the Organization's purpose may become a member by submitting the required information and paying the dues established by the Board. The Organization may allow reciprocal memberships with other similar organizations without membership fees being due by either organization.

Section 2. Voting Members.

A member whose dues are current is a voting member. Each paid membership has one vote, regardless of membership type or dues amount. An organizational member shall designate one person to cast its vote and may change that representative as needed.

Section 3. Good Standing.

Membership and voting rights remain active while dues are current. The Board may suspend or terminate a membership for nonpayment or conduct materially harmful to the Organization after providing notice and an opportunity to respond.

Authentisign ID: D690DB78-55D2-F111-BF5B-000D3A4FF82A

ARTICLE III - MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

An annual meeting of the voting members shall be held at a time and place set by the Board. Voting members shall elect Directors and may conduct other business stated in the meeting notice.

Section 2. Special Meetings.

A special membership meeting may be called by the Chair, by a majority of the Board, or upon written request of at least ten percent (10%) of the voting members.

Section 3. Notice.

Written or electronic notice stating the date, time, place, and purpose of a membership meeting shall be provided to voting members at least five (5) days before the meeting.

Section 4. Quorum and Voting.

Ten percent (10%) of the voting members, present in person or through an authorized representative, constitutes a quorum. Unless these bylaws or applicable law require a greater vote, action is approved by a majority of the votes cast when a quorum is present. Voting may occur in person or by an electronic method authorized by the Board. Proxy voting is not permitted.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority.

The Board of Directors governs the Organization, establishes policy, approves the annual budget and work plan, provides financial oversight, and hires and evaluates the Executive Director. Individual Directors have no authority to bind the Organization unless authorized by the Board.

Section 2. Number and Qualifications.

The Board of Directors shall have no fewer than three (3) and no more than six (6) Directors. Directors must support the Organization's purpose. The Executive Director may attend Board meetings but is not a voting Director. The Chair, Vice-Chair and Secretary comprise the minimum three (3) board positions.

Section 3. Election and Terms.

Board of Directors are elected by the voting members at the annual meeting. Each Director serves a one-year term and continues until a successor is elected. Directors may be re-elected for additional one-year terms without a term limit.

Section 4. Vacancies.

The remaining Directors may appoint a qualified person to fill a vacancy until the next annual membership meeting.

Section 5. Removal and Resignation.

A Director may resign by written notice. The voting members may remove a Director, with or without cause, by a majority of votes cast at a meeting for which removal was included in the notice.

Authentisign ID: D690DB78-55D2-F111-BF5B-000D3A4FF82A

Section 6. Compensation.

Directors shall not be paid for Board service but may be reimbursed for reasonable, approved expenses.

ARTICLE V - OFFICERS

Section 1. Officers and Election.

The officers are Chair, Vice Chair, and Secretary. The Board shall elect the officers from among the Board of Directors at its first meeting following the annual membership meeting. Officers serve one-year terms and may be re-elected. The Chair, Vice-Chair and Secretary comprise the minimum three (3) board positions. The City of Greenleaf serves as the Organization's fiscal agent and performs treasury functions (see Article VIII – Fiscal Administration)

Section 2. Chair.

The Chair presides at meetings, helps set agendas, and serves as the primary Board representative.

Section 3. Vice Chair.

The Vice Chair performs the Chair's duties when the Chair is absent or unable to serve.

Section 4. Secretary.

The Secretary ensures that meeting minutes and required corporate records are maintained. Staff may assist with these duties.

Section 5. Officer Vacancies.

The Board may fill an officer vacancy for the remainder of the term.

ARTICLE VI - BOARD MEETINGS

Section 1. Regular and Special Meetings.

The Board shall establish a regular meeting schedule. Special meetings may be called by the Chair or any two Directors. Directors may participate in person, by telephone, or by other real-time electronic means that allow all participants to hear one another.

Section 2. Notice.

Reasonable notice of Board meetings shall be provided to each Director. Meeting notices and agendas shall also comply with the Idaho Open Meetings Law to the extent that law applies to the Organization.

Section 3. Quorum and Voting.

A majority of the Directors then in office constitutes a quorum, but a quorum may never be fewer than two Directors. The Executive Director does not vote. Each Director has one vote. Action is approved by a majority of the Directors present when a quorum exists. The Chair does not receive an additional vote to break a tie; a tied vote fails.

Section 4. Action Without a Meeting.

The Board may act without a meeting only when every Director consents in writing or electronically to the action. The consents shall be kept with the meeting records.

Section 5. Meeting Procedure.

Meetings shall be conducted fairly and efficiently. The current edition of Robert's Rules of Order may be used as a guide when it does not conflict with these bylaws or applicable law.

Authentisign ID: D690DB78-55D2-F111-BF5B-000D3A4FF82A

ARTICLE VII - EXECUTIVE DIRECTOR

Section 1. Role.

The Executive Director is responsible for the Organization's day-to-day operations, implementation of the Board-approved work plan and budget, program administration, membership development, reports, and other duties assigned by the Board.

Section 2. Accountability.

The Executive Director reports to the Board and shall be evaluated at least annually. The Board determines the Executive Director's compensation and terms of employment.

ARTICLE VIII - FISCAL ADMINISTRATION

Section 1. Fiscal Agent.

The City of Greenleaf serves as the Organization's fiscal agent and performs treasury functions, including receiving, holding, and disbursing funds in accordance with the approved budget, applicable agreements, and City requirements. The Organization does not elect a Treasurer while the City of Greenleaf performs these functions. Each year the budget is set annually by the Board and is subject to the public hearing process as defined and used by the City of Greenleaf.

Section 2. Budget and Financial Oversight.

The Board shall approve an annual budget. The Executive Director shall work with the fiscal agent to prepare regular financial reports for the Board. Expenditures must be consistent with the approved budget and the fiscal-agent arrangement.

Section 3. Fiscal Year.

The fiscal year shall be established by the Board in coordination with the fiscal agent.

ARTICLE IX - COMMITTEES

Section 1. Creation.

The Board may create standing or temporary committees and appoint members as needed. A committee may make recommendations but may act for the Board only when the Board has expressly delegated that authority and applicable law permits the delegation.

ARTICLE X - CONFLICTS OF INTEREST

Section 1. Disclosure and Voting.

Directors, officers, staff, and committee members shall disclose any actual or potential financial or personal conflict of interest. A person with a conflict shall not vote on the matter and, when requested by the Board, shall leave the discussion. The disclosure and abstention shall be recorded in the minutes.

ARTICLE XI - RECORDS

Section 1. Records.

The Organization shall maintain minutes, membership records, financial records, governing documents, and other records required by law. Records shall be retained and made available as required by applicable law and the fiscal-agent agreement.

Authentisign ID: D690DB78-55D2-F111-BF5B-000D3A4FF82A

ARTICLE XII - AMENDMENTS

Section 1. Approval.

These bylaws may be amended or replaced by a two-thirds (2/3) vote of the voting members present at a meeting where a quorum exists. The proposed changes must be provided with the meeting notice. The Board may recommend amendments to the members.

ARTICLE XIII - DISSOLUTION

Section 1. Distribution of Assets.

Upon dissolution, and after payment of all lawful obligations, the Organization's remaining assets shall be distributed to one or more nonprofit organizations qualifying under Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose. No remaining assets shall be distributed to a director, officer, member, or other private person.

ARTICLE XIV - ADOPTION

Section 1. Effective Date.

These bylaws replace all prior bylaws and become effective upon approval by the voting members of Rural Economic Partners of Southwest Idaho.

AuthentiSIGN
Kate Dahl — 10/28/26

Kate Dahl, Board Chair — Date

AuthentiSIGN
Lee Belt — 10/28/26

Lee Belt, Board Secretary — Date