

**BYLAWS
AMERICAN CIVIL LIBERTIES UNION OF
IDAHO, INC.**

**ARTICLE I
NAME**

The name of this organization shall be the American Civil Liberties Union of Idaho, Inc. (the "Corporation"). The principal office of the Corporation shall be in Boise or such other location as the Board of Directors designates.

**ARTICLE II
PURPOSE**

The purpose of the Corporation shall be to defend, preserve, and enhance the civil rights and liberties guaranteed to all people in this country by the Constitution and laws of the United States. Such purpose shall be sought wholly without political partisanship.

**ARTICLE III
AFFILIATION**

The Corporation is an affiliate of the American Civil Liberties Union, Inc., a New York corporation (the "National ACLU"). The regulations of the National ACLU, to the extent that they are intended to apply to affiliates, shall be binding on the Corporation.

**ARTICLE IV
MEMBERSHIP**

All persons who are members in good standing of the National ACLU shall be members of the Corporation. Membership in good standing of the National ACLU means that the individual is registered and has paid the annual dues, which is the definition of membership for both the Corporation and the National ACLU.

**ARTICLE V
MEETINGS**

Section 5.1 The Corporation's annual membership meeting shall be held within the first two months of each calendar year. Notice of the meeting shall be provided by circulation to the members in the Corporation's newsletter or by letter or electronic communication not less than sixty (60) days prior to the meeting. The meeting may be open to the public, as determined by the Board of Directors.

Section 5.2 Special membership meetings may be called from time to time by the Board of Directors or upon receipt by the Corporation's Secretary of a written petition for a special meeting signed by forty (40) members of the Corporation, which petition shall state the proposed

action to be taken by the special meeting. The Board of Directors shall fix the date and place of any special meeting, but if the special meeting is called pursuant to a written petition from the members then the special meeting shall be held within thirty (30) days of the receipt of the written petition. A notice of the time and place of any special meeting and the agenda thereof shall be sent by circulation to the members in the Corporation's newsletter or by letter or electronic communication at least five (5) days before the special meeting. No business may be considered at the special meeting other than (i) if the special meeting was called for by the Board of Directors, the reasons set forth in such call, (ii) if the special meeting was called pursuant to a written petition from the members, the proposed action set forth in the written petition, or (iii) as consented to by three-fourths (3/4) of the members present and voting at the special meeting.

Section 5.3 At all meetings of membership ten (10) members in attendance shall constitute a quorum.

Section 5.4 The Board of Directors and the Corporation's staff shall establish standards for conducting membership meetings. Either the Corporation's President or Executive Director, or in their absence another officer or director selected and agreed upon by the Board of Directors and the Executive Director, shall preside over membership meetings.

Section 5.5 The Board of Directors may allow, in its discretion, any members to participate in a membership meeting by means of a conference call or similar electronic communications equipment through which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person. Any vote, approval, or other action that may be taken by the members at a membership meeting under these Bylaws may be, at the Board of Directors' discretion, taken by means of a written consent or resolution executed and delivered by all the members required to take such vote, approval, or other action, which execution and delivery may be done by mail, online portal, or other form of electronic communication.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 The Corporation shall be guided by a board of directors ("Board" or "Board of Directors") of not less than six (6) nor more than twenty-one (21) persons. Within these limits, the Board of Directors shall by resolution prescribe the number of directors to serve, except that no director's term may be shortened by reducing the size of the Board of Directors. Each director must be a member of the Corporation at the time of the director's election and remain a member of the Corporation during the director's term. One-third (1/3) of the directors shall be elected each year and each director shall serve for a term of three (3) years. The Board shall seek, whenever possible, to have one-third (1/3) of its directors elected from each of Southwest Idaho, Northern Idaho, and Eastern Idaho.

Section 6.2 As defined in Idaho Code (30-30-604), these Bylaws outline a method of electing the Board of Directors that does not require a membership vote nor for it to occur at the first annual membership meeting. The Board of Directors shall set a date for each annual election of the Board of Directors to meet the deadlines established elsewhere in these Bylaws. The Corporation's President, with approval of the Board of Directors, shall appoint a

Nominating Committee which shall consist of at least three (3) members, which may include directors or non-directors. The Nominating Committee shall present a list of candidates for election as directors to the Board of Directors at least fifteen (15) days before the date for the annual election. The Nominating Committee shall seek, whenever possible, to present more than one individual for each available seat on the Board of Directors.

Candidates for election as directors may also be nominated by petition according to the process set forth in this Section 6.2. The members shall be notified of the date of the annual election and the procedures for nominating candidates for election as directors as set forth in this paragraph by circulation in the Corporation's newsletter or by letter or electronic communication at least sixty (60) days prior to the date for the annual election. A member may be nominated by a written petition identifying the nominee and the nominee's address that is signed by ten (10) members and is mailed or delivered in person or by electronic communication to the Corporation's Secretary at least thirty (30) days prior to the date of the annual election. The Corporation's Secretary shall then seek to obtain such nominee's consent to being nominated for election as a director by letter or electronic communication and such nominee shall not be considered a nominee unless and until the Corporation's Secretary obtains such consent. Each nominee by written petition, as part of this process, shall provide a short statement of the nominee's background and qualifications at least twenty (20) days prior to the date for the annual election, and such information shall be summarized and included on the list of candidates submitted by the Nominating Committee to the Board of Directors at least fifteen (15) days prior to the date for the annual election. The list of candidates for election to the Board of Directors submitted by the Nominating Committee to the Board of Directors shall not indicate which candidates were nominated by the Nominating Committee versus nominated by written petition.

Section 6.3. The names and all pertinent data for each candidate shall remain on file in the office of the Corporation prior to the annual election and shall be made available upon request to any member.

Section 6.4 On the date of each annual election, the Board of Directors shall, after taking into consideration the full list of candidates for election to the Board of Directors submitted by the Nominating Committee to the Board of Directors and referencing any relevant policies of the Corporation, select from such list the candidates to fill the seats on the Board of Directors up for election at such annual election. This selection process will be done through proposing either individual candidates or a full slate of candidates, and the candidates elected to fill the seats must be approved by a simple majority vote of the other directors then serving on the Board of Directors.

Section 6.5 The time and place of each regular meeting of the Board shall be announced at least one week in advance through any means reasonably calculated to inform all directors of the regular meeting. Special meetings of the Board may be called by the Corporation's President or by written petition of at least one-third (1/3) of the directors serving on the Board submitted to all directors at least three (3) days prior to the date of the special meeting.

Section 6.6 Directors are expected to attend all meetings of the Board faithfully. The Board may establish a policy for requiring attendance at Board meetings and the consequences

for a director's failure to meet such requirements. Unless otherwise set forth in such a policy, absences by any director from three consecutive regular meetings of the Board, without the grant of leave of absence by the Board, shall constitute that director's resignation from the Board, provided that the Board, in its discretion, may reinstate any director that has been determined to have resigned for such reasons.

Section 6.7 Directors may be removed for good reason, and after notice, by a four-fifths (4/5) vote of the other directors then serving on the Board. Such removal shall be effective immediately upon the action so taken by the other directors of the Board. Prior to the other directors taking such action, the director to be removed shall be offered an opportunity to be heard by the other directors.

Section 6.8 Vacancies on the Board arising between annual elections may be filled by the Board, and any directors so appointed by the Board to fill any such vacancies shall serve until the completion of the current terms of the directors' seats to which they were appointed. The Board may also appoint additional directors to the Board in order to achieve the number of directors the Board has determined to be appropriate. If the Board determines to increase the size of the Board, the Board shall in connection therewith determine the specific initial term of the affected director seats in keeping with the staggered term principles of the Board.

Section 6.9 Directors shall serve without compensation but shall be entitled to reimbursement for reasonable expenses incurred within the scope of their duties as directors.

Section 6.10 The Board shall meet at least four (4) times per year to hear reports and recommendations of its committees, take such action as may be appropriate and initiate such activity as it may determine appropriate. Fifty percent (50%) attendance of the directors shall constitute a quorum at Board meetings.

Section 6.11 The Board shall designate an Executive Committee that shall include at least three (3) directors, two (2) of which shall also be officers (and one (1) of which officers shall be the Corporation's President). The Executive Committee shall consist of no less than three (3) and no more than five (5) persons. The Executive Committee may exercise the authority of the Board between Board meetings.

Section 6.12 Members of the Board, the Executive Committee, or any other committee of the Corporation may participate in a meeting thereof by means of a conference call or similar electronic communications equipment through which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person. Any vote, approval, or other action that may be taken by the Board, the Executive Committee, or any other committee of the Corporation at a meeting thereof may be taken by means of a written consent or resolution executed and delivered by the persons required to approve such vote, approval, or other action at a meeting thereof at which a quorum is present, which execution and delivery may be done by mail, online portal, or other form of electronic communication. Records for votes taken at meetings will be maintained through meeting minutes and records for written consents and resolutions taken electronically will be maintained by a vote recording document.

Section 6.13 The Board shall appoint an Executive Director for the Corporation and fix the terms of the Executive Director's employment. Such terms shall be in compliance with any and all requirements set forth by the National ACLU.

Section 6.14 The Executive Director shall hire other staff members for positions and on terms of employment authorized by the Board.

Section 6.15 The Board shall establish standards for conducting meetings and the Corporation's President, or in the President's absence another director selected by the Board, shall preside over meetings.

ARTICLE VII OFFICERS

Section 7.1 From the directors, the Board shall appoint a President, Vice President, Treasurer, Secretary, and Equity Officer for the Corporation, each to serve for a period of one (1) year or until a successor shall be appointed. These officers shall serve without term limits. Officers shall serve without compensation but shall be entitled to reimbursement for reasonable expenses incurred within the scope of their duties as officers.

Section 7.2 The President of the Corporation shall preside over meetings of the Board of Directors and shall be responsible for the supervision of the affairs of the Corporation.

Section 7.3 The Vice President of the Corporation shall perform such duties as may be delegated to the Vice President by the President, or in the absence of the President shall perform the duties of the President.

Section 7.4 The Treasurer of the Corporation shall cause to be kept the financial records of the Corporation, shall be responsible for the budget, and shall submit financial statements as directed by the Board. The Treasurer shall be responsible for generally supervising the financial affairs of the Corporation.

Section 7.5 The Secretary of the Corporation shall cause to be kept a permanent record of all meetings and shall perform responsibilities as outlined elsewhere in these Bylaws.

Section 7.6 The Board shall elect a representative from the Board to serve on the board of directors of the National ACLU (the "National Board"), as is permitted by the National ACLU policy. Such representative shall serve a three (3) year term. If a representative cannot complete the three (3) year term, the Board will elect another director to complete the term. At three (3)-year intervals, regular elections for a representative on the National Board shall be held at the first meeting of the Board following its annual election of directors. A representative on the National Board may be removed by the Board for good reason, and after notice, by a four-fifths (4/5) vote of all directors then serving on the Board. Such removal shall be effective immediately upon the action so taken by the Board. Prior to any such action, the representative shall be offered an opportunity to be heard by the Board.

**ARTICLE VIII
COMMITTEES**

Section 8.1 The Board or the Corporation’s President shall have the power to create and dissolve committees of the Corporation. Committee members must be members of the Corporation, but need not be directors except as otherwise specifically set forth in these Bylaws.

Section 8.2 Committees of the Corporation may include, without limitation, a Legal Committee (also known as the “Legal Panel”), Finance Committee, and Nominating Committee. Each committee shall establish standards for conducting its meetings and the chairperson of each committee, or in the chairperson’s absence another member of the committee selected by the committee, shall preside over the committee’s meetings.

**ARTICLE IX
AMENDMENT**

Section 9.1 These Bylaws may be amended by the Board, after notice, at any regular meeting or any special meeting called for this purpose; provided, that the amendments are approved by the affirmative vote of two-thirds (2/3) of all directors then serving on the Board.

Section 9.2 These Bylaws may also be amended by the membership through a ballot distributed and returned by mail, online portal, or other means of electronic communication, as follows: A proposed amendment may be referred to the membership by the Board on its own initiative, or by a written petition signed by at least forty (40) members and submitted to the Corporation’s Secretary. Ballots asking whether the proposed amendment is approved or disapproved shall be prepared by the Corporation’s Secretary and distributed by mail, online portal, or other means of electronic communication to the membership within thirty (30) days after the Board’s decides to refer a proposed amendment to the membership or the Secretary’s receipt of a written petition regarding an amendment as set forth herein. The Board shall fix a date before which all ballots regarding the proposed amendment must be returned, which date shall not be earlier than two (2) weeks after the ballots are distributed to the membership. The affirmative vote of at least eighty (80) members, and a majority of those voting, shall be required for adoption of an amendment to these Bylaws pursuant to this Section 9.2.

Effective TBD, the undersigned certifies that the undersigned is the duly appointed and acting Secretary of the Corporation and that these Bylaws, which supersede and replace in their entirety any prior bylaws of the Corporation, were duly adopted by the Board as the Bylaws of the Corporation at a regular meeting thereof held on TBD.

Name: