

NON-PROFIT BYLAWS
OF
PARKINS-NOURSE #14 LATERAL ASSOCIATION, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Idaho and the Articles of Incorporation of the Parkins-Nourse #14 Lateral Association, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Idaho, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Parkins-Nourse #14 Lateral Association, Inc., it shall then be these Bylaws which shall be controlling.

The Parkins-Nourse #14 Irrigation Lateral has a long history of providing irrigation water to the farms and ranches that were the predominant irrigation water users dating back to the 1800's. In 1990, Meridian's agricultural acreage began to convert to residential sub-divisions and commercial properties.

The Parkins-Nourse #14 Irrigation Lateral members and neighbors have always strived to meet the irrigation needs of each varied user, creating irrigation solutions to best meet individual needs and the needs of the entire membership. The Parkins-Nourse #14 Irrigation Lateral Association, Inc. shall continue its long-time practice of honoring watering schedules, as adopted by user groups at the time of the adoption of these Bylaws, consisting of streets, areas, HOAs, designated neighborhoods, field flooding or other designated geographic affiliations. These schedules may be amended over time to meet changing user needs and changing uses of their properties, always honoring intentions and practices of our historical water schedules as evidenced by those in place for the 2020 irrigation season. The Parkins-Nourse #14 Irrigation Lateral Association, Inc. was created to formally acknowledge this cooperative spirit and history.

ARTICLE 1 – NAME

The legal name of this non-profit corporation shall be known as Parkins-Nourse #14 Lateral Association, Inc., and may in addition referred to as the "PNLA."

ARTICLE 2 – PURPOSE

The general purposes for which this Parkins-Nourse #14 Lateral Association, Inc. have been established are as follows:

The purpose for which the Parkins-Nourse #14 Lateral Association, Inc. is formed is set forth in the attached Articles of Incorporation.

The Parkins-Nourse #14 Lateral Association, Inc. is established within the meaning of IRS Publication 557 Section 501(c)(5) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or

the corresponding section of any future federal tax code and shall be operated exclusively for the management, maintenance and improvements of the Parkins-Nourse #14 lateral, an irrigation lateral associated with and irrigation water provided by the, (SID), 1910 North Garden Street Boise, Idaho 83706, under the authority of Idaho Statutes, Title 42, Chapter 13, "Lateral Ditch Water Users' Associations.

In addition, this Parkins-Nourse #14 Lateral Association, Inc. has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes.

However, the Parkins-Nourse #14 Lateral Association, Inc. shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Parkins-Nourse #14 Lateral Association, Inc. shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Idaho and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation/Organization. At no time and in no event shall the Parkins-Nourse #14 Lateral Association, Inc. participate in any activities which have not been permitted to be carried out by a Parkins-Nourse #14 Lateral Association, Inc. exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

It is the intent of the Parkins-Nourse #14 Lateral Association, Inc. to operate and fulfill the duties and activities of the organization with volunteers and without need to assess regular fees. If volunteers are not sufficient to manage, maintain, repair and/or improve the PNLA lateral, the Board is duly authorized to establish an assessment to each Member or member group, (HOA, street, area, sub-group, etc.), to fund such costs.

ARTICLE 3 – OFFICES

The principal office of the Parkins-Nourse #14 Lateral Association, Inc. shall be initially located at 1458 East Loyalty St, Meridian, Idaho 83646.

The Parkins-Nourse #14 Lateral Association, Inc. may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Parkins-Nourse #14 Lateral Association, Inc. may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Parkins-Nourse #14 Lateral Association, Inc. are irrevocably dedicated to and for non-profit purposes only. No part of the properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Parkins-Nourse #14 Lateral Association, Inc. shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Parkins-Nourse #14 Lateral Association, Inc. shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Idaho. The Board shall establish policies and directives governing business and programs of the Parkins-Nourse #14 Lateral Association, Inc. and shall delegate to the PNLA Ditch Manager, (a.k.a. Ditch Rider), subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The volunteer PNLA Ditch Manager must be approved by the Board of the Settlers Irrigation District and may serve as a member of the PNLA Board and dually serve as any one of its Officers.

Number and Qualifications

The Board shall have three (3) members, but no fewer than one (1) Board member is required, (in case of terminations prior to board appointments or elections). The number of Board members may be increased beyond three (3) members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member must be a legal member of the PNLA, in-good-standing with the PNLA and SID, and a resident of the State of Idaho.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will not have voting power, as do the elected/appointed directors.

Board Compensation

The Board shall receive no compensation other than for reasonable out-of-pocket expenses, if funds are available by the association. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Parkins-Nourse #14 Lateral Association, Inc. in any other capacity and receiving compensation for services rendered.

Board Elections

The Nominating Committee, if created by the Board, shall present nomination for new and renewing Board members at the Annual Meeting of the Members. Recommendations from the Nominating Committee shall be made known to the Board, in writing, before nominations are made and voted on. New and renewing Board members and all other nominees shall be confirmed as "in-good-standing" by the legal ownership of the parcel(s) accessing the Parkins-Nourse #14 Lateral of those members at an Annual Meeting of the Members, at which a quorum is present. If no Nominating Committee is created, then this duty shall fall upon the existing Board of Directors.

Term of Board

All appointments to the Board shall be for a term of three (3) year(s), in staggered terms. There is no limit to the number of appointed or elected three (3) year terms (or partial years terms).

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three consecutive meetings of the Board of Directors, or a total of four meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of the PNLA, the Secretary/Treasurer of the PNLA, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Idaho is first notified, no director may resign when the Parkins-Nourse #14 Lateral Association, Inc. would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a member having the legal ownership of a parcel accessing irrigation water from the Parkins-Nourse #14 Lateral by the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board, Secretary/Treasurer of the Board, or the other Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a simple majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President of the Board or any two regular Board members may call a special meeting of the Board with five working days written notice provided to each member of the Board. The notice shall be served

upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

The Annual Meeting of the Members may be held at such time and place as shall be determined by the Board, in accordance with the Articles of Incorporation and these Bylaws. The Secretary/Treasurer of the Board shall "call" for the Annual Meeting of Members with at least ten calendar days written notice provided to each member in-good-standing of the association as known, based upon the records of the association. The notice shall be served upon each Member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such Annual Meetings may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary/Treasurer shall be responsible for the recording of all minutes of each and every meeting of the Board and Annual Meeting of the Members in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary/Treasurer is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary/Treasurer, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Parkins-Nourse #14 Lateral Association, Inc. to be placed in the minute books or PNLA web site. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, recorded of the PNLA web site or faxed prior to or in conjunction with the subsequent Board Meeting or Annual Meeting of the Members.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Parkins-Nourse #14 Lateral Association, Inc. and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors, the presence of two persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

At each Annual Meeting of the Members, the presence or proxies of ten percent or more members in-good-standing shall constitute a quorum for the transaction of business. Members present may adjourn the

meeting from time to time without further notice until a quorum shall be present. However, a Member shall be considered present at any Annual Meeting of the Members if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote, per issue, at all Board meetings and Special Board meetings.

Each PNLA Member, in-good-standing, shall have one vote per SID assessed parcel, unless the Board so determines the issue being addressed requires voting to reflect the SID assessed Members' acres or acreage size for the Members parcel(s).

Proxy

Members of the Board shall be allowed to vote by written proxy.

Members of the association shall be allowed to vote by written proxy, based upon the number of parcels owned, as assessed by Settlers Irrigation District, and in-good-standing with the PNLA and SID.

Board Member Attendance

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate with the President of the Board his/her commitment to the Board.

The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board shall elect officers of the Parkins-Nourse #14 Lateral Association, Inc. which shall include a President, a Vice President and a Secretary/Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the Secretary/Treasurer may not serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment.

Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President of the Board, or Secretary/Treasurer, without bias or predisposition to all rights, if any, of the Parkins-Nourse #14 Lateral Association, Inc. under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

President of the Board

It shall be the responsibility of the President of the Board, when present, to preside over all meetings of the Board of Directors. The President of the Board is authorized to execute, in the name of the PNLA, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the PNLA, except when required by law that the President's signature must be provided.

Vice President of the Board

In the absence of the President of the Board, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President of the Board to perform all the duties of the President of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the President of the Board.

Secretary/Treasurer

The Secretary/Treasurer, or his/her designee, shall be the custodian of all records and documents of the PNLA, which are required to be kept at the principal office of the PNLA, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Parkins-Nourse #14

Lateral Association, Inc. and shall see that the seal of the PNLA, if any, is affixed to all documents, the execution of which on behalf of the Parkins-Nourse #14 Lateral Association, Inc. under its seal is duly authorized in accordance with the provisions of these bylaws.

In addition, the Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the PNLA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Secretary/Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Secretary/Treasurer shall disburse, or cause to be disbursed, the funds of the PNLA, as may be ordered by the Board of Directors, and shall render to the President of the Board and directors, whenever they request it, an account of all the Secretary/Treasurer's transactions as treasurer and of the financial condition of the PNLA.

The Secretary/Treasurer shall give the Parkins-Nourse #14 Lateral Association, Inc. a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Secretary/Treasurer's office and for restoration to the Parkins-Nourse #14 Lateral Association, Inc. of all its books, papers, vouchers, money and other property of every kind in the Secretary/Treasurer's possession or under the Secretary/Treasurer's control upon the Secretary/Treasurer's death, resignation, retirement, or removal from office. The Parkins-Nourse #14 Lateral Association, Inc. shall pay the cost of such a bond.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated

in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) director, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- e) Appoint any other committees of the Board of Directors or their members.
- f) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Parkins-Nourse #14 Lateral Association, Inc. otherwise than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Parkins-Nourse #14 Lateral Association, Inc. in a contract or agreement or expend Parkins-Nourse #14 Lateral Association, Inc. funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Parkins-Nourse #14 Lateral Association, Inc. records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) PNLA members who the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional expert competence.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Parkins-Nourse #14 Lateral Association, Inc. and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Parkins-Nourse #14 Lateral Association, Inc. whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Parkins-Nourse #14 Lateral Association, Inc. shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Parkins-Nourse #14 Lateral Association, Inc. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the PNLA, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Parkins-Nourse #14 Lateral Association, Inc. is a non-profit organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contract

A self-dealing contract is any contract or transaction (i) between this Parkins-Nourse #14 Lateral Association, Inc. and one or more of its Directors, or between this Parkins-Nourse #14 Lateral Association, Inc. and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Parkins-Nourse #14 Lateral

Association, Inc. and a corporation, firm, or association of which one or more of its directors are Directors of this PNLA. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith without counting the vote of the interest Director(s) and the contract is just and reasonable as to the Parkins-Nourse #14 Lateral Association, Inc. at the time it is authorized, approved, or ratified; or
- b) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Parkins-Nourse #14 Lateral Association, Inc. at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Parkins-Nourse #14 Lateral Association, Inc. shall indemnify its "agents," as described by law, including its directors, officers, and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the PNLA, by reason of

the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Parkins-Nourse #14 Lateral Association, Inc. of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Parkins-Nourse #14 Lateral Association, Inc. for those expenses.

The Parkins-Nourse #14 Lateral Association, Inc. shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the PNLA.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the PNLA, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the PNLA, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Parkins-Nourse #14 Lateral Association, Inc. shall be executed, signed, and/or endorsed by the President and the Vice President or Secretary/Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the PNLA, or in special accounts of the PNLA, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Parkins-Nourse #14 Lateral Association, Inc. and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Parkins-Nourse #14 Lateral Association, Inc. may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Parkins-Nourse #14 Lateral Association, Inc. shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application, Federal & State Tax Returns and Annual Information Returns

The Parkins-Nourse #14 Lateral Association, Inc. shall keep at its principal office a copy of its federal tax exemption application, federal & state tax returns and its annual information returns for seven years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Parkins-Nourse #14 Lateral Association, Inc. shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the PNLA. The minutes shall be kept in written, typed or electronic form, and other books and records shall be kept either in written, typed or electronic form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Parkins-Nourse #14 Lateral Association, Inc. shall turn over to his or her successor or the President of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Parkins-Nourse #14 Lateral Association, Inc. as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Parkins-Nourse #14 Lateral Association, Inc. and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Parkins-Nourse #14 Lateral Association, Inc. shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Parkins-Nourse #14 Lateral Association, Inc. shall make these financial statements available to the Idaho Attorney General and members of the public for inspection no later than thirty days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within thirty days after the end of the fiscal year of the PNLA, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Parkins-Nourse #14 Lateral Association, Inc. for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Parkins-Nourse #14 Lateral Association, Inc. that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Parkins-Nourse #14 Lateral Association, Inc. shall end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Parkins-Nourse #14 Lateral Association, Inc. as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Rand Spiwak, certify that I am the current acting Secretary/Treasurer of the benefit the Parkins-Nourse #14 Lateral Association, Inc., and the above bylaws are the bylaws of this Parkins-Nourse #14 Lateral Association, Inc. as adopted by the Board of Directors on May 8th, 2020, and that they have not been amended or modified since the above.

EXECUTED on this 8th day of May, in the County of Ada in the State of Idaho.


(Duly Appointed Secretary/Treasurer)