ANNOTATED
BYLAWS
OF
LATAH COUNTY HISTORICAL FOUNDATION, INC.

This document shows the LCHF Bylaws as amended through April 12, 2023.

Article I Registered Office and Agent

The registered office and registered agent of the corporation, as required by Idaho law, are set forth in the Articles of Incorporation.

Article II Board of Directors

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors. As used in these Bylaws, the term "Board of Directors" shall refer to the governing body of this corporation, also known as the "Foundation Board," as distinct from the Board of Trustees of the Latah County Historical Society, also known as the "Society Board."

Section 2. Number and Terms of Directors. The Board of Directors (Foundation Board) shall consist of eight (8) members who shall each serve for a term of two (2) years. The number of directors serving on the Board of Directors may be increased from time to time by resolution adopted at a regular or special meeting of the Board of Directors. The names, addresses, and terms of the members of the initial Board of Directors have been stated in the Articles. Such persons shall hold office until their successors shall have been elected and qualified.

Section 2 originally provided for six directors. On April 8, 2008, it was amended to change the number of directors from six to seven. On April 12, 2023, it was amended to change the number of directors from seven to eight.

Section 3. Election of Directors. Every director of the corporation, except the initial board of directors specified in the Articles of Incorporation, shall be elected by the governing body of the Latah County Historical Society. Elections to fill regular terms shall be held prior to the annual meeting of the Latah County Historical Foundation, Inc.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors (Foundation Board) shall be filled by vote of the governing body of the Latah County Historical Society (Society Board). A director elected to fill a vacancy shall be elected for the unexpired term of such

director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors (on the Foundation Board) shall be filled by vote of the Society Board, for a term of office continuing only until the next regular election of directors.

Section 5. Removal of Directors. At a meeting of the Board of Directors (Foundation Board) called expressly for that purpose, any director may be removed with cause by a vote of a majority of the directors then in office. Any director may be removed at such a meeting without cause by a vote of two-thirds of the directors then in office.

Section 6. Committees.

A. Investment Committee. At its annual meeting the Board of Directors shall adopt a resolution authorizing two or more members to enter orders for sales and purchases of securities through the corporation's broker. (If the corporation has more than one broker, the same two members shall be so authorized with respect to all brokers with whom the corporation transacts business.) The members designated in that resolution shall constitute the Investment Committee. The Investment Committee shall have authority to select particular securities to be purchased or sold, within the parameters established by the Board of Directors through its Investment Policy Statement and other pertinent resolutions. If the Investment Committee is unable to meet in a timely manner, any member of the committee may act on its behalf individually. The Investment Committee shall report all purchases and sales to the Board of Directors at the board's quarterly meetings and may make such additional reports as it deems appropriate.

B. Other Committees. The President of the Foundation may appoint other committees, some or all of whose members may be non-directors, provided that such committees shall be advisory only. Committees (other than the Investment Committee) shall not have and shall not exercise any of the powers of the Board of Directors.

Section 6 originally read as follows:

Section 6. Committees. The President of the foundation may appoint committees, some or all of whose members may be non-directors, provided that such committees shall be advisory only. Committees shall not have and may not exercise any of the powers of the Board of Directors.

On July 10, 2013, that paragraph was replaced by the two paragraphs set forth above.

Section 7.

7.1 Directors' Meetings. Regular or special meetings of the Board of Directors (Foundation Board) may be held either within or without the State of Idaho. Unless otherwise specified in

the notice for such meeting, all meetings shall be held at the principal office of the corporation.

7.2 The attendance at or participation of a director in any meeting shall constitute a waiver of notice of such meeting, except where a director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

7.3 Special meetings of the Board of Directors may be called by or at the request of the President or any director, upon written, verbal, telephonic, facsimile notice (or any other means of notice authorized by Idaho law) given to all other directors at least 48 hours before the meeting.

7.4-A. Quarterly meetings of the Board of Directors shall be held at the call of the President or any Board member, preferably during the months of January, April, July, and October.

7.4-B. The quarterly meeting held during the springtime shall be considered the annual meeting.

Paragraph 7.4 of Section 7 originally read as follows:

7.4 The annual meeting of the Board of Directors may be held without notice at the principal office of the corporation or at such other location as may from time to time be designated as the location for such meetings. Unless notice of another time and place is duly given as set forth above, the annual meeting of the Board of Directors shall be held at 12:00 noon on the first Monday of March. Quarterly meetings will be held during June, September, and November, or as near thereto as possible, at the call of the President.

On October 15, 2008, this paragraph was amended as set forth above.

7.5 Members of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least 48 hours prior thereto by telephone or other communication directly with the directors.

7.6 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice for such meeting.

Section 7 was originally formatted as six unnumbered paragraphs. For ease of reference, paragraph numbers were added editorially in October, 2008.

Section 8. Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of Idaho law, the Articles, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 9. Quorum and Voting Requirements. A quorum of the Board of Directors (Foundation Board) consists of a majority of the directors in office immediately before a meeting begins. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors (Foundation Board) may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by a majority of the directors.

Section 11. Compensation. No director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any director from serving the corporation in any other capacity and receiving additional compensation therefor.

Section 12. Loans to Directors. The corporation shall not lend money to or use its credit to assist its directors or officers.

Article III Officers

Section 1. Number. The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors (Foundation Board). Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected at the annual meeting of the Board of Directors (Foundation Board) to serve a term of one (1) year. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors (Foundation Board) whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors (Foundation Board) for the

unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors (Foundation Board), shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The President shall co-sign all checks or other deposit account withdrawals in excess of one thousand dollars ($1,000.00) and, in general, 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 6. Vice President. In the absence of the President or in the event of the President's death, 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 and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors (Foundation Board) and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the corporation, if any, and shall affix that seal on all documents executed on behalf of the corporation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal financial officer of the corporation and shall have charge and custody of and be responsible for all funds of the corporation. The Treasurer shall sign all checks and promissory notes of the corporation and shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors (Foundation Board) and the President, when required, statements of the financial affairs of the corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer

shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Compensation. No officer shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any officer from serving the corporation in any other capacity and receiving additional compensation therefor.

Article IV Miscellaneous

Section 1. Indemnification. The corporation may, in accordance with section 30-3-88 of the Idaho Nonprofit Corporation Act, indemnify any director, officer, former director or officer, or employee of the corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a director or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the corporation.

Section 2. Books and Records. At its registered office or principal place of business, the corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors, and (iii) such other books and records that the corporation is required to maintain. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors (Foundation Board).

Section 5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors (Foundation Board) may select.

Section 6. Annual Financial Statements. The Board of Directors (Foundation Board) shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the annual meeting of the Board of Directors.

Section 7. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 8. Corporate Seal. The Board of Directors (Foundation Board) may provide for a corporate seal that shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words "Corporate Seal."

Section 9. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors (Foundation Board) at any regular or special meeting, provided, however, that written notice specifying such proposed action must be given or mailed to all board members (including the Latah County Historical Society president) at least four weeks before such vote is taken.

We, the undersigned, being the initial members of the Board of Directors of the Latah County Historical Foundation, Inc., do hereby certify that the foregoing Bylaws were adopted as the official Bylaws of the corporation by unanimous consent of the directors on the 18th day of September, 1995.

[Signed]:

Jack R. Porter
Nancy Johansen
Keith Peterson
Martin L. Trail
Mary E. Reed
Eugene Slade