

BYLAWS

OF

VALLEY COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.

(the “Corporation”)

ADOPTED AS OF JANUARY 22, 2014

ARTICLE I

Members

The Corporation shall have NO members, and the Board of Directors shall have sole authority for management of the Corporation’s affairs.

ARTICLE II

Board of Directors

Section 1. Powers and Duties. Consistent with the Purposes and Powers stated in the Articles of Incorporation and Idaho Code Title 30 Chapter 3 the Board will manage and control the affairs and property of the Corporation. All corporate powers, except such as are otherwise provided for in the Articles of Incorporation, these Bylaws, or the laws of the State of Idaho, will be and hereby are vested in and will be exercised by the Board. The Board will have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the State of Idaho, and will have full authority with respect to the distribution and payment of monies received

by the Corporation from time to time; provided, however, that the fundamental and basic purposes and powers of the Corporation, and the limitations thereon, as expressed in the Articles of Incorporation, will not thereby be amended or changed. The Board may, except as otherwise provided by the laws of the State of Idaho, delegate to committees of its own number, or to officers of the Corporation, such powers as it may see fit. The Board shall have the authority and the responsibility to delegate its powers and duties to committees, subcommittees, officers, employees, agents, or to any firm, person or corporation, and neither the Corporation nor the Members of its Board of Directors shall be liable for any omission or improper exercise by any person or entity of such duty or power so delegated.

Section 2. Number, Election, Term of Office, Removal and Resignation.

a. Number and Election. The incorporator of the Corporation will appoint the initial Board of Directors. Terms of Directors shall be for one year.

Designated Directors are those chosen by a Local Government as provided in the Articles of Incorporation. No more than one Director shall be designated by each unit of Local Government. Directors not appointed by a Local Government shall be “At Large” Directors. A Director from each of the three local Chambers of Commerce shall be designated annually by each respective organization. If a Chamber does not appoint a Director, that seat shall remain vacant until such time as a Director is designated by the Chamber. Directors not appointed by a Local Government or Chamber of Commerce

shall be “At Large” Directors, not to exceed a total number of Board Members of thirteen (13.) The At Large directors will be elected at the annual meeting of the Board by the vote of a majority of the Directors then in office. If no annual meeting is held, the Directors then in office shall continue until the next annual meeting, subject to a Local Government’s prerogative regarding its Designated Director. If filled by vote of the Board, the Local Government may not designate a Director until the following annual meeting. The number of directors may be changed by majority vote of the entire Board at any meeting of the Board at which a quorum exists. No decrease in the number of directors will serve to diminish the term of any director then in office. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by majority vote of the directors present and voting at any meeting of the Board at which a quorum exists, provided that the Board shall give due consideration to selecting a replacement who represents the interest of any entity represented by the departing Director. “Director” and “member” of the board are synonymous.

b. Term of Office. The terms of office of all directors will be one year and, in any event, each director will continue in office until his or her successor will have been elected and qualified, or until his or her death, resignation or removal.

c. Removal. Any director may be removed, with or without cause, by a majority vote of the directors then in office.

d. Resignation. Any director may resign at any time by giving written notice of such resignation to the President or Secretary.

Section 3. Annual Meeting; Notice. The annual meeting of the Board will be held at a date, time and place fixed by the Board. Notice of the date, time and place of such annual meeting will be given in such form as the Board may determine.

Section 4. Special Meetings; Notice. A special meeting of the Board may be called at any time by the President, or by any other individual so authorized by the Board. Notice of the date, time and place of such special meeting will be given to all directors in such form as the Board may determine. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Board meeting.

Section 5. Regular Meetings; Notice. Regular meetings of the Board may be held with notice to Directors at such time and place as will be determined by the Board.

Section 6. Quorum. At all meetings of the Board, a majority of the total number of directors then serving will constitute a quorum for the transaction of business.

Section 7. Action of the Board. The action of a majority of the directors present at any meeting at which a quorum is present will be the act of the Board, except as otherwise provided by these Bylaws. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing or by

electronic transmission to the adoption of a resolution authorizing the action. The resolution and the written consents or electronic transmissions thereto by the members of the Board or of such committee will be filed with the minutes of the proceedings of the Board or of such committee.

Section 8. Participation by Telephone. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

Section 9. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the directors present may adjourn the meeting to another time and place without further notice to any absent director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 10. Organization. The President will preside at all meetings of the Board. The Secretary of the Corporation will act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer will appoint any person to act as secretary of the meeting.

Section 11. Compensation. Directors will serve without fixed salary for their services as such. Directors will be allowed reimbursement for reasonable expenses, on resolution of the Board. The Board will have the power, in its sole discretion, to contract with any director for services rendered

to the Corporation (not including services rendered in his or her capacity as director) and to pay said director compensation appropriate to the value of such services.

Section 12. Place of Meeting. Meetings of the Corporation shall be held at such suitable place as is practicable in Valley County as may be designated by the Board of Directors.

Section 13. Conflicts of Interest. The corporation adopts Idaho code section 30-3-81 as the same may be amended, or any replacement of it, to apply to conflicts of directors, officers and employees.

Section 14. Voting by Proxy. Voting by proxy is not permitted.

ARTICLE III

Committees

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which will consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, will have and exercise the authority to act on behalf of the Board of Directors in the management of the Corporation; provided, however, that no such committee will have power to (i) amend the Corporation's Articles of Incorporation, (ii) adopt an agreement of merger or consolidation, or (iii) amend the Corporation's Bylaws. A Committee

established as a separate legal entity shall have the Corporation as a priority member.

Section 2. Advisory Committees. The Board of Directors may create other committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Such committees may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and delegation thereto of authority will not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

Section 3. Term of Office. Each member of a committee will continue as such until his or her successor is appointed, unless the committee will be sooner terminated, or until his or her earlier death, resignation or removal.

Section 4. Chair. One member of each committee will be appointed chair of the committee.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws.

ARTICLE IV

Officers

Section 1. Election and Qualification. At its annual meeting, or at any adjournment thereof and rescheduling thereof, the Board shall elect a President, a Secretary, and a Treasurer and may elect an individual who will chair the Board (the “Chair”), one or more Vice-Chairs and an Executive Director. Any such office not filled at the annual meeting or adjournment thereof may be filled by the Board at any meeting. The Board may at any meeting by resolution appoint and define the duties of such other officers as it may from time to time determine. No officer, other than the Chair, need be elected from among the directors. The same person may be elected to more than one office, except that the offices of President and Secretary will not be held by the same person. A vacancy in any office may be filled by the Board at any meeting. All officers will hold office at the pleasure of the Board or until their respective successors will have been elected and will have qualified. They will receive such salaries or other compensation, if any, as may be authorized by the Board.

Section 2. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, will not be necessary to make the same effective. Any officer may be removed at any time for or without cause by the vote of the directors.

Section 3. President. The President will preside over all meetings of the Board, will

be the chief executive officer of the Corporation, will have general supervision over the business of the Corporation and in particular its fundraising and development efforts, and will do and perform such other duties as may be assigned from time to time by the Board. Except as otherwise hereinafter provided by these Bylaws, or by resolution duly adopted at any meeting of the Board, the President will have power to sign for the Corporation all deeds and other agreements and formal instruments.

Section 4. Vice Presidents. to "7.5 Vice Presidents" \f C \l 2 The Vice

Presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board. In the absence of the President, the Vice President designated by the Board or (if there be no such designation) designated in writing by the President shall have the powers and perform the duties of the President. If no such designation shall be made, all vice presidents may exercise such powers and perform such duties. A Vice President may lead the Corporation's charitable, scientific and educational activities and will do and perform such other duties as may be assigned from time to time by the President or Board.

Section 5. Secretary. The Secretary will be responsible for the books, documents and papers as the Board may determine, and will be responsible for the custody of the corporate seal, if any then exists. He or she will keep, or cause to be kept, true minutes of all meetings of the Board and of committees of the Corporation. He or she may affix the corporate seal, or cause the corporate seal to be affixed, if any then exists, when so authorized or ordered by the Board. He or she will, in general,

perform or cause to be performed all duties incident to the office of Secretary and will do and perform such other duties as may be assigned from time to time by the Board.

Section 6. Treasurer. The Treasurer will be responsible for the custody of all funds, property and securities of the Corporation. The Treasurer will keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and will deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such manner as prescribed by the Board. Whenever required by the Board, the Treasurer will render or cause to be rendered a statement of accounts. The Treasurer will at all reasonable times exhibit or caused to be exhibited the books and accounts of the Corporation to any officer or director. He or she will, in general, perform or cause to be performed all duties incident to the office of Treasurer and will do and perform such other duties as may be assigned from time to time by the Board.

Section 7. Compensation. Officers may receive reasonable compensation for their services as such, as will be determined from time to time by the Board.

Section 8. Employees. The Board shall have the authority to hire such employees and agents as it determines are necessary to manage the functions of the Corporation and to conduct the day to day management of the Corporation, subject to the supervision of the Board and its Officers. The Executive Director may be both an officer and an employee, whose duties as such will be specified by a separate agreement.

ARTICLE V

Bank Accounts and Investments

Section 1. Bank Accounts. The Board will from time to time and as necessary select such banks or depositories as it will deem proper for the funds of the Corporation. The Treasurer, and any other person authorized by the Board from time to time, may sign checks, drafts or other orders for the payment of money on the Corporation's behalf.

Section 2. Investments and Proxies. The Board will have the power to make investments of the funds of the Corporation and to change the same and may sell, from time to time, any part of the securities of the Corporation or any rights or privileges that may accrue thereon. The Chair or President, or one or more other persons as the Board may designate, may execute and deliver on behalf of the Corporation proxies for stock owned by the Corporation appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

Section 3. Transfer and Assignment. The Board may authorize any officer, director or other person or persons to execute such forms of transfer or assignments as may be customary or necessary to transfer stocks, bonds or other securities in the name of or belonging to the Corporation. A person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed will be fully protected and will not have any duty to inquire whether or not the

Board has taken action in respect thereof.

Section 4. Delegation of Investment Management. Except as otherwise provided by the applicable gift instrument, the Board may (a) delegate to committees, officers, employees or agents, including investment advisors, counsel or managers, the authority to act in its place in the investment and reinvestment of institutional funds; (b) contract with investment advisors, counsel or managers to so act; and (c) authorize the payment of compensation for investment advisory, counseling or management services. Each contract pursuant to which authority is so delegated will provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days' notice. In the selection of persons to whom authority is delegated or with whom the contracts described above are made, the Board will act in good faith and with the degree of diligence, care and skill that ordinary prudent persons would exercise under similar circumstances in like positions. The Board will be relieved of all liability for the investment and reinvestment of institutional funds by, and for the other acts or omissions of, persons to whom authority is so delegated or with whom contracts are so made.

ARTICLE VI

Contracts and Other Instruments

Except as otherwise provided by these Bylaws or authorized by the Board, no director, officer, employee, agent or other person will have power or authority to bind the Corporation by any

contract, agreement or instrument or to render it liable for any purpose or for any amount. The Board may authorize any officer or officers, in the name of or on behalf of the Corporation, to enter into any contract or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Corporation, and such authority may be general or confined to specific instances. The withdrawal of funds or securities of the Corporation from banks or trust companies or vaults therein will be made only on the signature or signatures of such one or more of the directors, officers or employees of the Corporation as may be designated from time to time by the Board for such purpose.

ARTICLE VII

Grants

The Board will have discretion to reject any grant, gift or bequest the conditions of which might conflict with or jeopardize the Corporation's charitable purposes. The Board will have final authority over the making of all grants and other charitable expenditures, and nothing in this Article will constitute any restriction or limitation of any powers of the Board conferred by applicable law or these Bylaws, provided that the giving or making of any grant or gift shall not be inconsistent with the charitable purposes of the Internal Revenue code, the Idaho Non Profit corporation law or the Articles of Incorporation.

ARTICLE VIII

Loans

No loan will be contracted on behalf of the Corporation and no negotiable paper will be

issued on its behalf unless authorized by a majority of the full Board. When so authorized by the Board any officer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, will be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX

Indemnification

Section 1. In General. The Corporation will indemnify each member of the Corporation's Board, as described in Article II hereof; each of its officers, as described in Article IV hereof; each employee or agent of the Corporation designated for indemnification by the Board; and each person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of the Corporation, in a manner and to the

fullest extent now or hereafter permitted by the Act.

Section 2. Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and the directors and officers in a manner and to the fullest extent now or hereafter permitted by the Act.

Section 3. Applicability. Every reference in this Article IX to directors and officers of the Corporation will include every director and officer thereof or former director and officer thereof. The right of indemnification herein provided for will be in addition to any and all rights to which any director or officer of the Corporation otherwise might be entitled, and the provisions hereof will neither impair nor adversely affect such rights.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of applicable law, or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, will be deemed equivalent to the required notice. Attendance by a person at a meeting of the Board in person will be deemed a waiver of notice of such meeting, unless such appearance is for the sole purpose of objecting to the meeting.

ARTICLE XI

Fiscal Year

The tax accounting year of the Corporation will be January 1 through December 31.

ARTICLE XII

Amendments

Section 1. Bylaws. These Bylaws may be amended or repealed only by the affirmative vote of a majority of the total number of Directors, provided (except in the case of the annual meeting) that written notice of the proposed amendment or repeal has been included in the notice of the meeting.

Section 2. Articles of Incorporation. Subject to the requirements of Idaho law and any relevant provisions of the Corporation's Articles of Incorporation, the Articles of Incorporation may be amended only by the affirmative vote of a majority of the total number of directors, provided (except in the case of the annual meeting) that written notice of the proposed amendment has been included in the notice of the meeting.

These Bylaws are hereby adopted as the Bylaws of the Corporation effective as of the date indicated on

Page 1.

Board of Directors

Scotty Davenport

Rob Terry

David Carey

Bill Willey

Donald C. Bailey

David P. Papiez

Karla Miller

Jonne Hower

Nic Swanson

(Donnelly Director)