

**AMENDED AND RE-STATED BY-LAWS OF
NORTH BENCH VOLUNTEER FIRE DISTRICT, INC.**

Article I

NAME AND CORPORATE OFFICES

Section 1. This corporation shall be known as the North Bench Volunteer Fire District, Incorporated. It will often be denominated as “North Bench” or “corporation” throughout these by-laws, which is understood to mean the North Bench Volunteer Fire District, Incorporated.

Section 2. North Bench is a non-profit corporation within the meaning of federal and Idaho state laws. As such, it shall abide by and obey all state and federal laws applicable thereto, including but not limited to, Idaho Code Sections 30-30-101, et seq., and Section 501 [c] of the Internal Revenue Code.

Section 3. The principal office of the corporation in the state of Idaho shall be located in Boundary County, Idaho at the North Bench Volunteer Fire District firehall. That location is currently 64464 Highway 2, Bonners Ferry, Idaho, with a mailing address of P.O. Box 1234, Bonners Ferry, Idaho 83805.

Section 4. The corporation shall have and shall continuously maintain in the state of Idaho a registered office and a registered agent whose office is identical with the registered office, as required by the Idaho Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors. The secretary shall keep a current list of the address of the registered office and the agent for service of process, who shall be the corporate president.

ARTICLE II

PURPOSE

Section 1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The specific purpose of this nonprofit corporation is to provide its members and the community a fire department and disaster services provider to meet the needs of the area served by said corporation within Boundary County, Idaho in the area known as “North Bench.”

Article III

REPEAL OF PAST BY-LAWS

Section 1. All past North Bench by-laws are hereby revoked and rescinded in full. They have no further force of effect whatsoever. They are completely superseded by these by-laws.

Article IV

MISSION STATEMENT

Section 1. The mission of North Bench is to preserve life and property, promote public safety, and foster economic growth through leadership management and actions as an all-risk safety response provider.

Article V

POWERS OF THE CORPORATION

Section 1. The powers of North Bench are as follows:

- 1. All powers reasonably necessary, express, implied or inherent, in the establishment and operation of a rural fire department, and**
- 2. Also all powers laid out in Idaho Code Section 30-30-302 and 30-30-303, or their successors if these Code sections are ever repealed or amended.**

Article VI

MEMBERS

Section 1. Membership is open to all those persons owning real property located within the geographical confines of the area served by North Bench. Thus, each household and each business shall have the right to one membership in North Bench, despite the fact that the same person may own each. Each membership has the right to one vote in all matters voted on by the membership, but those who pay \$250 or more in yearly dues to North Bench shall receive two votes. The membership is appurtenant to the land. In the event that a parcel of land is owned by several persons, such as a tenancy in common or a joint tenancy, that parcel of real property shall have just one membership and one membership vote, except for the situation where \$250 or more is spent yearly in dues, as stated previously herein.

Section 2. To become a member, it is necessary to pay the membership dues and either own real property within the district or a business located therein.

Article VII

EXPULSION OF MEMBERS

Section 1. All members are subject to expulsion for failure to comply with the by-laws, policies, directives or operating procedures of the corporation, as determined by the President and the Board of Directors. If expelled, said person or entity is no longer a member of the corporation. But if expelled from North Bench, the membership dues for that year shall be refunded pro rata.

Section 2. Any member may be expelled by a two-thirds vote of the Board of Directors if the board determines the member to be guilty of conduct prejudicial to the lawful business of North Bench. Before expelling any member, the Board of Directors shall first give the member notice of the allegations against him and an informal hearing in front of the board of directors, at which time the member shall be afforded a reasonable and fair opportunity to explain his conduct or to deny the same, and to present any evidence relevant thereto that he may have.

Section 3. All such meetings shall be in front of at least a quorum of the board of directors. Only board members who attend the meeting to consider the possible expulsion of a member shall have the right to vote on that subject. Expulsion requires at least a two-thirds affirmative vote of the board members in attendance.

Article VIII

MEMBERSHIP DUES

Section 1. The membership dues are set by the board of directors in their discretion. The board of directors have the power to review the membership dues at any monthly corporate meeting. The secretary shall keep an official record showing the amount of the membership dues.

Section 2. Membership dues are per annum, and run from January 1

of each year until December 31 of that same year.

Section 3. The board of directors shall cause the dues statements to be mailed to each member as soon after the start of each year as is convenient. All dues statements are to be paid in full to North Bench no later than April 1 of each year for the year they cover. If the dues are not timely paid, the board of directors have the right to expel that member who is delinquent in his dues. The board of directors have the right to excuse non-payment in cases of extreme hardship by a majority vote, or at their option extend the time for payment.

Article IX

BOARD MEETINGS

Section 1. North Bench board of director monthly meetings are held on the second Monday of each month at the firehall located at 64464 Highway 2, Bonners Ferry, Boundary County, Idaho. Upon proper notice to all board members, any board member meeting may be held elsewhere. The meeting starts at 6:30 p.m., o'clock and runs until the business of North Bench is fully transacted, unless adjourned sooner by the board of directors.

Section 2. In addition, the board also has the right to call a special board meeting upon twenty-four (24) hours' notice to all board members of the time, date and place of that special meeting. Upon proper notice to all board members, the special meeting may be held anywhere. Notice of any special meeting called by the board shall state the general nature of the business to be considered and transacted, and only that business may be taken up and considered at the special meeting.

Article X

BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by its board of directors. Directors need to be residents of the state of

Idaho and members of the corporation.

Section 2. The board of directors shall manage the business and affairs of North Bench, subject to the powers lawfully ceded to or inherent in the officers.

Section 3. The board of directors consists of seven (7) members. They are elected as provided elsewhere in these by-laws.

Section 4. All officers are also board members. Only board members are eligible to be officers of North Bench.

Section 5. The terms of the board members shall be three years each, with three being elected in 2019, two in 2020, two in 2021, and then continue in that vein so that every third year commencing in 2019 the number up for election shall be three and the other years two each. All directors shall serve a three-year term and are eligible to be re-elected. Each director shall hold office until his or her successor shall have been elected and qualified. There are no term limits.

Section 6. Special board meetings may be called by any member of the board of directors upon twenty-four (24) hours' notice (written or oral) to all the members of the board of directors. That notice shall state the general nature of the business to be transacted at the special meeting. No other business than that stated in the notice may be considered or transacted at the special meeting.

Section 7. Special board meetings may also be called by the membership pursuant to Idaho Code Section 30-30-502, or its equivalent provision.

Section 8. A quorum is required for the lawful transaction of any business by the board of directors. A majority of the members of the board of directors constitutes a quorum. If there is a quorum present, then the majority vote means a majority of the board members who are actually present at the meeting, rather than a majority of the total number of board of director members.

Section 9. Vacancies occurring on the board of directors shall be

filled by a majority vote of the remaining directors on the board of directors. A director appointed to fill a vacancy shall be appointed to serve the unexpired portion of the term of his predecessor.

Section 10. A director may be removed from the board of directors by a two-thirds vote of the board members present at any board meeting, as set forth elsewhere in these by-laws.

Section 11. All corporate policies and rules of the board of directors shall be formalized and recorded in writing in a manual, which shall be maintained by the secretary.

Section 12. The board of directors shall adopt any and all such rules and regulations as may be expedient, necessary or required to properly and efficiently conduct the business and affairs of North Bench.

Section 13. Errors and omissions insurance shall be maintained by the board of directors, at the expense of the corporation. This is for the purpose of covering all official conduct of the corporate officers and board members and the corporation itself, in the performance of their and its official tasks and duties with respect to the corporation, its business and affairs.

Section 14. The conduct of board members shall be governed by Idaho law, these by-laws, relevant corporate policies, and federal law applicable to such corporations. The conduct shall also be governed at all times so as to avoid any conflict of interest.

Section 15. The board may permit any and all board of directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Article XI

OFFICERS AND THEIR DUTIES

The officers of the corporation shall be president, vice-president, secretary and treasurer.

Section 1. President.

The President shall be the principal executive officer of the corporation.

The President shall preside over and direct the work of the corporation and its board of directors. The President shall also preside over meetings of the board of directors and the general membership, including the annual meeting.

Upon approval of a majority of the board of directors, in furtherance of corporate business or affairs, the president shall have the authority to sign, or cause to be signed, all contracts, deeds, agreements, checks, bonds and any other legal document pertaining to corporate business or its property.

The President shall also perform any and 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 2. Vice-President.

In the absence of the President, or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president. When so acting, the vice-president shall have all the powers of and be subject to all the rules and restrictions upon the president. The Vice-President shall also perform such other duties from time to time as may be assigned to him by the president or the board of directors.

Section 3. The Secretary shall:

- A. Keep the minutes of the board of directors meetings and all membership meetings, including the annual meeting.**
- B. See that all notices are duly provided and given in accordance with all provisions of law, the articles of incorporation and these by-laws.**
- C. Sign and execute all documents required by law to be signed or to be executed by the secretary.**
- D. Shall have charge over, keep and maintain all corporate records.**
- E. Perform such other lawful tasks entrusted to him or her by the president or the board of directors.**
- F. Shall be responsible to authenticate corporate records.**
- G. Shall comply with all relevant federal and Idaho law in the keeping and maintenance of corporate records.**

Section 4. Treasurer.

The treasurer shall serve as the financial officer of the corporation. The treasurer shall have charge of, custody of, and be responsible for all the funds and securities of the corporation. The treasurer shall give and receive receipts for monies due and payable to the corporation from any and all sources whatsoever and shall deposit all such monies in the name of the corporation in such financial institutions as shall be selected, and in general perform all duties incident to the office of treasurer.

The treasurer shall also maintain an annual budget and shall give a due and proper accounting of his office at the annual meeting and at any corporate board meeting when so requested by the board.

Section 5. Removal of Officers.

The board of directors may remove an officer at any time for cause by a two-thirds affirmative vote of the board of directors.

“Cause” shall mean proof of those activities that harm or are likely to harm the corporation, degrade it, involve dishonesty, conviction of a crime of moral turpitude, misuse or conversion of corporate funds or property, or any other activities that seriously call into question his fitness for the position he holds.

Section 6. No conflict of interest allowed.

The conduct of all corporate officers is required to avoid any conflicts of interest.

Section 7. Regular Attendance.

If a board member in any fiscal year shall miss three (3) or more meetings that are unexcused, the board may, in its sound discretion, vote by majority vote to remove that board member from office.

Section 8. Resignation by officer.

An officer may resign at any time by delivering written notice to the secretary.

Article XII

MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

The corporation shall have an annual meeting in February of each year, as set forth elsewhere in these by-laws.

The annual meeting is open to the public. Members are to be given notice of the meeting as spelled out elsewhere in these by-laws.

Section 2. Special Meeting.

In addition to the other ways a special meeting may be called, a special meeting may be called by holders of no less than ten percent (10%) of the memberships. To call such a meeting, the members must present a written demand of the secretary of that fact and state their ownership interests. If that occurs, the secretary shall notify the board and the president will then call a special meeting, giving notice as required by law or these by-laws. The written demand for a special meeting shall be required to state all of the matters to be covered at the proposed meeting. If that meeting is scheduled, then only the matters or issues spelled out in the written demand filed with the secretary may be considered at the special meeting.

Section 3. North Bench does not recognize proxy voting.

Section 4. There is no quorum requirement at the annual meeting or at any special meeting of the members.

Section 5. The annual meeting and any special meeting of the membership must be held at the North Bench Fire Hall, unless the notice of the meeting states a different location. That location must be within Boundary County, Idaho. Only the board of directors has the power to change the location of any such meeting.

Article XIII

MEMBERSHIP VOTING

Section 1. Every member of the corporation in good standing is entitled to one (1) vote on each matter submitted to the general membership, except that in cases where the member pays annual dues of \$250 or more, that member shall be entitled to two (2) votes.

Section 2. There is no cumulative voting.

Section 3. Each member is entitled to just one (1) vote, except that in

cases where the member pays \$250 or more in dues, he shall receive two (2) votes. Thus, for a property owner, no matter how many people reside in that household, that household is entitled to just one (1) vote as a member, or two (2) votes if he pays \$250 or more in annual dues. The same is true for businesses served by North Bench. If someone owns property within the area served by the corporation, and also a business within the area, then he would have a vote for the residence and a second vote for the business, for a maximum of two (2) votes.

Section 4. There is no proxy voting. The member desiring to vote must be present at the time the vote is held in order to be able to vote on the issue or matter in question.

Article XIV

CORPORATE FINANCES AND FISCAL YEAR

Section 1. The fiscal year shall be from January 1 through December 31 of each calendar year.

Section 2. The board of directors must approve all corporate expenditures. No obligation or expense incurred and no money shall be appropriated without the prior approval of the board of directors, unless the expenditure has been specifically approved as part of the annual budget or represents an expenditure of no more than \$2500.00.

Section 3. All monies paid to North Bench shall be placed in the corporate bank account forthwith.

Section 4. The treasurer shall oversee the corporate finances.

Section 5. The treasurer and one different authorized board member shall sign all checks drawn on the corporate bank account, which means that two (2) board members must sign all corporate checks. Three board members are to be signatories on the bank account. The certified public accountant of the corporation may also sign on the behalf of the corporation.

Article XV

THE ANNUAL MEETING

Section 1. The corporation shall hold an annual membership meeting.

Section 2. The annual meeting shall be held at 10 a.m. on the last Saturday of February each year at the firehall.

Section 3. The annual meeting shall be presided over by the president or another officer in his absence. It shall run until the business of the annual meeting shall be fully and completely conducted, considered and dealt with by the corporation, its officers and the members.

Section 4. Notice of the annual meeting shall be mailed to all members in good standing at the address they have provided to the secretary. It is the responsibility of all members to make certain that the board has their current mailing address. If notice is mailed out by the board designee to that address, then the board designee has given adequate notice if timely mailed, even if the member has acquired a new or different address. It is the duty of the member to keep the board up to date and apprised of his current address at all times.

Section 5. Notice will be sent to each member in good standing, using the United States Mail, mailed postage prepaid at least ten (10) days prior to the meeting. In addition, the secretary shall cause to be published in the local newspaper of general circulation in Boundary County, a true and proper notice of the time and date, and place of the annual meeting. That media notice shall be published at least one (1) time and at least fourteen (14) days prior to the annual meeting.

Section 6. At the annual meeting, the corporation shall give a full and proper account of their activities with respect to the corporation and its finances. The treasurer shall give an accounting to the members of the financial condition of the corporation. The members may inquire of the board and officers concerning matters of corporate

business or affairs.

Section 7. The members shall consider and act upon any matter raised properly at the annual meeting for their consideration.

Section 8. There is no quorum requirement at the annual meeting. The members present at the annual meeting shall be a quorum and the vote of a majority of the members actually present in person shall be the act of the members and recorded as such.

Section 9. There is no cumulative voting and no proxy voting.

Section 10. The members shall nominate and vote on all board of directors seats that are up for election at the annual meeting.

Article XVI

COMMITTEES

Section 1. It is recognized that sometimes it is beneficial for the corporation to appoint a committee to handle corporate matters or to investigate an issue where action from the whole board is not necessary.

Section 2. The board of directors is hereby vested with the authority to establish by majority vote such committees as they shall believe can be of assistance to them in managing and handling corporate business.

Article XVII

AGENT FOR SERVICE OF PROCESS

Section 1. The corporate president shall serve as agent for service of process.

Section 2. In the absence of the president, the vice-president shall serve as the agent for service of process.

Section 3. The secretary or fire chief shall keep in the official records the name and address of both the president and the vice-president, for the purpose of knowing who is the agent for service of process and where to serve them.

Article XVIII

LOANS, CONTRACTS, CHECKS AND DEPOSITS

Section 1. No evidence of indebtedness shall be taken, accepted or issued unless authorized by a vote of the board of directors at a board meeting, special board meeting, the general membership at the annual meeting, or at a lawfully called membership meeting for that purpose. A majority vote in favor is sufficient to authorize a loan, contract, check or deposit.

Section 2. No contracts shall be entered into on behalf of the corporation unless and until authorized by a majority vote of the board of directors at a board meeting or the general membership at an annual meeting or a membership meeting.

Section 3. All checks, drafts, or other orders for the payment of monies, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the appropriate officers of the corporation, and in such manner as shall from time to time be determined by action of the board of directors.

Article XIX

BYLAWS AND THE AMENDMENT PROCESS

Section 1. These by-laws and any amendments thereto, shall become effective immediately upon their adoption.

Section 2. These by-laws may be amended or repealed by a majority vote of the members present at any annual meeting or at any regular or special board of director meeting called for that purpose. If amended or repealed, in whole or in part, by the board, then such

action requires the attendance at that meeting of at least five (5) board members, or the amendment or repeal shall be invalid and null and void.

Section 3. The original of the by-laws shall be kept with the corporate records by the secretary.

Article XX

INSPECTION OF CORPORATE RECORDS AND PROPERTY

Section 1. All members in good standing have the right to inspect corporate records or property at reasonable times and where they are located.

Section 2. A member's agent or attorney has he right to inspect corporate records or property upon ten (10) days prior written notice if hand-delivered to the corporate office, or fourteen (14) days if mailed.

Article XXI

THE ANNUAL REPORT

Section 1. The certified public accountant of the corporation shall cause to be delivered to the Idaho Secretary of State an annual report on the form prescribed and furnished by the Idaho Secretary of State for that purpose.

Article XXII

DIRECTOR ELECTIONS

Section 1. There are seven (7) directors that comprise the corporate board of directors. They are elected at the annual meeting, held in the month of February each year.

Section 2. To foster and promote stability in corporate affairs, all directors are elected to serve a three-year term of office. Beginning in 2019, three (3) directors were elected and every third year thereafter, that process will be repeated. In 2020 and 2021, and in each case every third year thereafter, two (2) directors are to be elected to also serve three-year terms. Thus, there will always be carryover directors from year-to-year, fluent in and knowledgeable about the corporate business and affairs.

Section 3. If a vacancy occurs in the directors during the year, the remainder of the term of that director shall be filled by majority vote of the remaining corporate directors, and any such director shall serve out the remainder of the term of the director he is replacing.

Section 4. At the annual meeting, a ballot will be provided to each member in good standing who attends the meeting. That member will be informed at the meeting that he is eligible to vote for as many directors as there are positions coming open at that meeting, and no more. There is no cumulative voting and no proxy voting. The positions will be filled by the vote at the annual meeting. When there are two (2) positions open, the top two (2) vote getters are selected and when there are three (3) spots open, then the top three (3) vote getters are selected for the spots coming open.

Article XXIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation, the corporation or persons affected shall have the right and the power to waive the same. Attendance at the meeting itself constitutes a waiver of a defect in notice since no harm was actually suffered. A waiver may also be in writing, signed and dated. An effective waiver shall excuse the failure to give proper notice.

Article XXIV

CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board, he shall fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

The board shall enact a written Conflict of Interest policy, which shall be provided in written form to each officer and board member. They shall be required to sign the same, acknowledging that they have read and understood the same and that they shall always faithfully abide by all of its provisions in order to avoid any and all conflicts of interest.

Article XXV

INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including without limitation, attorney fees, court costs, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she

shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the corporation and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of this provision which adversely affects the right of an indemnified person under this provision shall apply to such person with respect to those acts or omissions which concerned any time prior to such amendment or repeal, unless such amendment or repeal was voted by or made with the written consent of such indemnified person.

CERTIFICATE OF ADOPTION

The undersigned do hereby state and certify that these amended by-laws were adopted by the board of directors at the November 18, 2024 corporate monthly meeting and the same constitute the current by-laws of the corporation.

Dated this _____ day of December, 2024.

**JIM HILL
President**

John R Douglas

JOHN (JACK) R. DOUGLAS
Attorney for the Corporation