



RESTATED
ARTICLES OF INCORPORATION
Of
Idaho State Police Association, Inc.



The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, do hereby make and adopt the following (Restated) Articles of Incorporation:

Article 1

The name of the Corporation is IDAHO STATE POLICE ASSOCIATION, INC.

Article 2

The corporation is a non-profit corporation under the laws of the State of Idaho. The corporation is not formed for pecuniary profit; and no part of the net earnings of the corporation may inure for the benefit of, or be distributed to the members, trustees, or officers. Except to the extent permissible under the law.

Article 3

The duration of this corporation shall be perpetual.

Article 4

The corporation is organized, and shall be operated exclusively for the following purposes:

- a. To provide a continuing effort to better police services to the public
- b. To stimulate mutual cooperation among Idaho State Police Association chapters and other law enforcement agencies and organizations.
- c. To establish and maintain a line of communication among members of the Idaho State Police.

2014 NOV 25 PM 2:37
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
11/25/2014 05:00
CK:3188 CT:79669 BH:1450733
1@ 30.00 = 30.00 NON PROF A #2

COPY

071015

- d. To evaluate the standards of Idaho State Police employees and to promote the professionalism of its members.
- e. To assist in obtaining better equipment, salaries, pensions, fringe benefits, promotional opportunities and working conditions for Idaho State Police employees.
- f. To provide a vehicle through which we may promulgate factual data for the purpose of collective bargaining and legislative lobbying.
- g. To provide death, health, accident, and similar benefits to its members with funds contributed to the corporation.
- h. To provide charitable contributions to charities and other organizations that the Board of Directors deem to further the purposes here enumerated.
- i. To provide gifts, donations and other charitable giving to law enforcement and emergency response personnel that the Board of Directors deem to exemplify the purposes and values that this corporation fosters.

Article 5

In addition to the purposes enumerated in Article 4, the corporation shall exercise all rights and powers conferred by the laws of Idaho upon non-profit corporations, including without limiting, the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manages, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. Moreover, the corporation shall do such other things as are incidental to the lawful purposes of the corporation, or necessary or desirable in order to accomplish them.

Article 6

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation exempt for Federal income tax under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Notwithstanding any provision of these articles to the contrary, the corporation shall be authorized to pay to its individual members or for their benefit: death, health, accident, and other benefits from funds contributed to the corporation. These benefits must be pursuant to a plan to

better the conditions of the receiving members and the funds paid are not considered part of nor taken from the net earnings of the corporation.

Article 7

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization described in Sections 501 (c) (3) and (5) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is the located, exclusively for such purposes, or to such organization as said court shall determine (which are organized and operated exclusively for such purposes).

Article 8

There shall be three classes of members: Active, Retired/Honorary Service, and Lifetime members. Active membership shall consist of any employees of the Idaho State Police. The Retired/Honorary members shall consist of any retired or 5 year vested ISP employee that was an association member at the time of retirement/departure from the Idaho State Police. The Honorary Lifetime Members shall consist of persons the board determines eligible for this class due to a catastrophic event during their employment with the ISP.

Voting rights shall be held by all members. Members shall be admitted and maintained in accordance with the by-laws.

Article 9

This corporation is organized under a non-stock basis.

Article 10

The street address and the city of the corporations' registered office (at the time of the filing of these Restated Articles of Incorporation) is as follows: 2017 S. Covey Place, Meridian, Idaho, 83642 and the full name of the corporations' registered agent as such address is as follows: Fred D. Rice.

Article 11

The corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, of any amendment to them, and all right and privileges conferred upon the members, trustees and officers are subject to this reservation. The articles of this association may be amended at any regular or special meeting of the members of the corporation, called for that purpose, by two thirds (2/3) of the votes cast at such meeting (or a majority of the voting power, whichever is less).

Article 12

As provided at Section 30-3-39 of the Idaho Code, a member of this corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

Article 13

The names and complete street addresses of the individuals constituting the Board of Directors at the time of the filing of these Restated Articles of Incorporation are as follows:

Chairman

Fred Rice
2017 S. Covey Place
Meridian, ID 83642

Chapter #4

Steve Smith
218 W Yakima
Jerome, ID 83338-5904

Chapter #1

Christopher Donahue
615 W Wilbur Ave
Coeur d'Alene 83815

Chapter #5

Todd Orr
5205 South 5th
Pocatello 83204-2299

Chapter #2

Travis Hight
2700 North and South Highway N,
Lewiston 83501-1732

Chapter #6

Peter Sibus
1540 Foote Drive,
Idaho Falls 83402-1899

Chapter #3

George Szeles
700 S. Stratford Drive
Meridian, ID 83642

Article 14

The names and complete street addresses of the individuals executing these Restated Articles of Incorporation are as follows:

Chairman

Fred Rice
2017 S. Covey Place
Meridian, ID 83642
Home: (208) 888-2669

Chapter #1

Christopher Donahue
615 W Wilbur Ave
Coeur d'Alene 83815

Chapter #2

Travis Hight
2700 North and South Highway N,
Lewiston 83501-1732

Chapter #3

George Szeles
700 S. Stratford Drive
Meridian, ID 83642

Chapter #4

Steve Smith
218 W Yakima
Jerome, ID 83338-5904

Chapter #5

Todd Orr
5205 South 5th
Pocatello 83204-2299

Chapter #6

Peter Sibus
1540 Foote Drive,
Idaho Falls 83402-1899

Article 15

The by-laws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

Article 16

With regard to these "RESTATED" Articles and the amendments affected therein, the following disclosures are made:

- a. All articles are in fact amended by this indenture
- b. Said amendments were duly made and formally adopted on May 21, 2014.
- c. Moreover, seven directors of this association were (and are) entitled to vote upon said amendments; and in fact, seven (7) of those directors voted for the amendments, and none (0) cast a vote against any of the amendments so restated.

IN WITNESS WHEREOF, the undersigned have signed these RESTATED ARTICLES OF INCORPORATION on this 21 day of May, 2014

Members of the Board:


Chairman: 
Fred D. Rice

Chapter 1: 
Christopher Donahue

Chapter 2: 
Travis Hight

Chapter 3: 
George Szeles Oliver Chase - Proxy

Chapter 4: 
Steve Smith

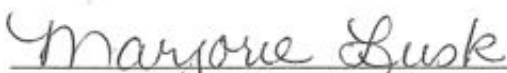
Chapter 5: 
Todd Orr

Chapter 6: 
Peter Sibus

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 21 day of May, 2014, before me, a notary public, in and for the State of Idaho, personally appeared, Fred Rice, Christopher Donahue Travis Hight, George Szeles, Steve Smith, Todd Orr, Peter Sibus, and each and all of them known or identified to me, to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.




Notary Public
Residing at Bonneville County

My Commission Expires: 5-10-19



**BY-LAWS
Of the
Idaho State Police Association**



ARTICLE I – ORGANIZATION

The principle place of business for the Idaho State Police Association shall be Meridian, Ada County, Idaho. The Association shall consist of six local chapters to correspond geographically with the six Idaho State Police Districts.

Chapter 1	Coeur d'Alene
Chapter 2	Lewiston
Chapter 3	Meridian
Chapter 4	Jerome
Chapter 5	Pocatello
Chapter 6	Idaho Falls

The Board of Directors of the Association shall be comprised of the Presidents of the six local chapters or their representatives, and a Chairman.

The Chairman shall be elected by secret ballot by the Board of Directors at the spring meeting of even numbered years and must have been a Chapter President, past or present. The Chairman-elect shall take office at the fall meeting; the Chapters shall select a new officer to serve the ISPA as President from that chapter.

The Vice-Chairman shall be elected from and by secret ballot by the Board of Directors at the spring meeting of odd numbered years and must have been a Chapter President, past or present. The Vice-Chairman-elect shall take office at the fall meeting.

Each chapter of the Idaho State Police Association shall elect a President, Vice-President and Secretary/Treasurer from the association membership. The President or appointed President shall be represented in the Board of Directors. Chapter elections shall be held and the new officers shall take office for a two year period, beginning with the first even-numbered Chapters shall elect and the elected officers shall begin their terms of office on the first day of April of the even-numbered years; odd numbered Chapters shall elect in sufficient time for their officers to begin their terms of office on the first day of April of the odd-numbered years.

Vacancies of office caused by death, resignation or removal of officer at the chapter level shall be filled by election by the chapter. Any officer at the chapter level may be removed at any time with or without cause by two-thirds (2/3) majority vote of its members.

The Board of Directors shall have complete control of the business and property of the Association. It may, without the consent of its members, designate and empower officers and agents to execute contracts, agreements, insurance policies and all kinds of written instruments for, on behalf of and in the name of this Association; vary the amount or amounts to be maintained as surplus or surpluses, subject to any laws or provision or by-laws governing the amounts or amounts to be set apart or reserved as working surpluses or funds; the Board of Directors shall have the power to make, alter, amend and repeal the by-laws for the management of the business and property of the Association with the power to appoint any and all necessary assistances, agents employees and committees; fix their compensation and duties and remove them at pleasure. The said Board shall regulate the duties, fix the compensation and provide for the bonding of its officers, together with such other and further rules and regulations as may be found necessary or convenient for the carrying out the objectives and purposes of the Association. The Board of Directors shall make the rules and regulations under which all elections in the chapters shall be governed and regulated and in accordance with the further provisions of the Articles of Association and said rules and regulations, shall make all the necessary arrangements for said elections of the officers in the different chapters of the Idaho State Police Association. Vacancies of an officer on the Board of Directors caused by death, resignation or removal may temporarily be filled by election by the Board of Directors for this office, until such time as the Chapter holds an election for that office. Any officer may be removed at any time with or without cause by a 2/3 -majority vote of the Board of Directors. Any director may be removed at any time with or without cause by a 2/3-majority vote of the members entitled to vote on his or her election.

ARTICLE II – MEMBERSHIP

Membership in the Idaho State Police Association shall consist of three classes; Active, Retired/Honorary Service, and Honorary Lifetime members. The Active membership shall be comprised of employees of the Idaho State Police. Retired/Honorary Service members shall consist of any retired or 5 year vested ISP employee that was an association member at the time of retirement/departure from the Idaho State Police. The Honorary Lifetime Members shall consist of persons the board determines eligible for this class due to a catastrophic event during the employment with the ISP.

- A. To be considered a member in the Association, a member must have all initiation fees, dues and assessments paid within the periods prescribed by Article X of the by-laws. Members who fail to pay their dues, initiation fees or assessments within these prescribed periods shall be considered delinquent and /or automatically suspended from membership.
- B. The rights of the members within each class shall be equal.
- C. "Catastrophic event" for purposes of this article is defined as the shooting of a member; other serious injury or disability to a member in the line of duty as a member of the Idaho State Police, which renders the member unable to continue employment in their original capacity as a member of the Idaho State Police.

ARTICLE III – VOTING RIGHTS

Voting Rights: Each chapter shall have one vote at the Board of Directors meeting.

ARTICLE IV – MEETINGS

- A. Meetings of the membership for the handling and disposing of Special or regular Association business shall be arranged for by the Board of Directors. Such membership meetings can be held separately in each of the chapters with the chapter members, or by group meetings, including two or more chapters, or parts of thereof; or by a full membership meeting at any given place, provided that the arrangement of such meeting shall provide every member with an opportunity to attend and have a voice in such Association businesses. Not less than twenty percent (20%) of the membership present at any meeting involving a chapter a group of chapters or any full membership meeting shall constitute a quorum. Excluding Board of Directors' meetings, every member shall be entitled to one vote at any meeting, which vote may be cast in person or by proxy. Special meetings of the membership may be called and required by Chairman or the Board of Directors. Not less than ten (10) day notice of all meetings shall be given to all members.
- B. Regular Board of Directors' meetings shall be held semi-annually (in the spring and in the fall). The chairman may call special board meetings at any time upon the request of three (3) of the members of the Board.

ARTICLE V – DUTIES OF OFFICERS

Chairman: It shall be the duty of the Chairman to preside at all Board of Director's meetings, to preserve order, to decide all questions or order and to act as Chairman of the Board of Directors to the Association. He/she shall enforce the Constitution and by-laws of the Association and shall serve as an ex-officio member of all committees. The Chairman, or in his absence, the Vice Chairman will be the only person(s) authorized by the Association to issue news releases and /or be a spokesperson for the Association. No Association news release will be issued concerning a member chapter's position without prior approval of that member chapter. All press news releases shall be by the approval of the Board of Directors of the Association.

Vice-Chairman: It shall be the duty of the Vice-Chairman to assist the Chairman in the performance of his duties and to assume all such duties in the event of the absence of the Chairman.

Executive Secretary/Treasurer: It shall be the duty of the Secretary to keep a written record of the proceedings of the Board of Director's regular and special meetings of the Association and to serve in a like capacity on the Board of Directors of the Association. He/she shall conduct routine correspondence on behalf of the Association. It shall be his/her duty to see that all member Chapters receive due notice of all meetings and to keep a record account between the Association and its Chapters. He/she shall collect all dues, special assessments and other lawful charges and receipts for same. He/she shall announce all

receipts at the end of each meeting. He/she shall deposit all money in approved bank and keep a record of all money received and expended. He/she shall pay all bills ordered by the Chairman of the Association. He/she shall submit the books for audit once a year to a committee appointed by the Chairman with the approval of the Board of Directors. The treasurer, with the approval of the Board of Directors, shall establish rules governing the expenditure and disbursement of Association funds. The Board of Directors have discretion to contract out above duties at will.

ARTICLE VI – PURPOSES

The corporation is organized, and shall be operated exclusively for the following purposes:

- a. To provide a continuing effort to better police services to the public
- b. To stimulate mutual cooperation among Idaho State Police Association chapters and other law enforcement agencies and organizations.
- c. To establish and maintain a line of communication among all members of the Idaho State Police Association.
- d. To evaluate the standards of Idaho State Police employees and to promote the professionalism of its members.
- e. To assist in obtaining better equipment, salaries, pensions, fringe benefits, promotional opportunities and working conditions for Idaho State Police employees.
- f. To provide a vehicle through which we may promulgate factual data for the purpose of collective bargaining and legislative lobbying.
- g. To provide death, health, accident, and similar benefits to its members with funds contributed to the corporation.

ARTICLE VII – OTHER RIGHTS AND POWERS

In addition to the purposes enumerated in Article VI, the corporation shall exercise all rights and powers conferred by the laws of Idaho upon non-profit corporations, including without limiting, the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manages, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. Moreover, the corporation shall do such other things as are incidental to the lawful purposes of the corporation, or necessary or desirable in order to accomplish them.

ARTICLE VIII - NET EARNINGS

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation exempt for Federal income tax under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Not withstanding any provision of these articles to the contrary, the corporation shall be authorized to pay to its individual members or for their benefit: death, health, accident, and other benefits from funds contributed to the corporation. These benefits must be pursuant to a plan to better the conditions of the receiving members and the funds paid are not considered part of nor taken from the net earnings of the corporation.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization described in Sections 501 (c) (3) and (5) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is the located, exclusively for such purposes, or to such organization as said court shall determine (which are organized and operated exclusively for such purposes).

ARTICLE X - DUES

Dues for active members shall be \$7.50 per pay period per member, due and payable each pay period. Dues for Retired members shall be \$60.00 annually, due by October 1st.

ARTICLE XI - DISTRIBUTION

Distribution of dues shall be at the Boards discretion to the State Association.

ARTICLE XII – INDEMNIFICATION

The private property or assets of the members and officers of the Association shall not be liable for the debts and obligations of the Association.

ARTICLE XIII – MEETING RULES

Roberts Rules of Order, latest edition, shall be the authority governing all meetings of the Association insofar as such rules are not in conflict with the Articles of Incorporation or by-laws.

ARTICLE XIV – AREA CHAPTER BYLAWS

Each Chapter may adopt by-laws; however, such by-laws shall not conflict with the Idaho State Police Association Articles of Incorporation or by-laws.

Revised 10/84
Revised 05/86
Revised 01/96
Revised 02/05
Revised 02/07
Revised 03/08
Revised 05/13
Revised 04/14

CERTIFICATION

I, the undersigned Executive Secretary of the IDAHO STATE POLICE ASSOCIATION, INC., do hereby certify that all within and foregoing bylaws were adopted as the bylaws of the corporation on May 21st, 2014 and that the same do now constitute the bylaws of the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this date: May 21st, 2014.



Executive Secretary