BYLAWS AS ADOPTED BY THE BOARD OF THE KOOTENAI METROPOLITAN PLANNING ORGANIZATION

Initially Adopted: July 10, 2025

Article 1
BOARD OF DIRECTORS

1.1 Board of Directors. The Board of Directors ("**Board**") shall be appointed to represent and serve a Member as provided in that certain First Amended Joint Powers Agreement (the "**JPA**").

1.2 Term of Office. Each member of the Board ("**Board Member**") shall hold office for the term designated by the member that appointed such Board Member or until the Board Member's earlier death, resignation or disqualification.

1.3 Proxy. Each Board Member is allowed to provide, in writing, a proxy designating an individual to act as their proxy on specific issues. Each written proxy shall detail the issue covered by such proxy, and set forth the time period the proxy shall be in effect.

BOARD MEETINGS

1.4 Place of Meetings. All meetings of the Board shall be held at the principal office of KMPO or the Post Falls City Hall, or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.

1.5 Regular Meetings. Regular meetings of the Board shall be held on the second Thursday of each month, if not a legal holiday, and if a legal holiday, then on the first Thursday following which is not a legal holiday. All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.

1.6 Special Meetings. Special meetings may be called at any time by the Chair. Special meetings may also be called by the Chair upon request by a majority of Board Members.

1.7 Notice or Call for Meetings. All members of the Board shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.

1.8 Quorum. A quorum shall consist of a majority of seated Board Members. Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present and are included in determination of quorum.

1.9 Action by Majority Vote. Except as otherwise expressly required by these by- laws, the JPA or by applicable law, the vote of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board. Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

1.10 Presiding Officer. The Chair shall preside at all meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of all these officers, the Board shall select a temporary Chair for the meeting. The Secretary/Treasurer shall act as secretary at all meetings of the Board, but in the Secretary/Treasurer's absence, or if one has not been appointed, the presiding officer may appoint any person to act as secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.

Article 2
AUTHORITY

2.1 Responsibilities. The Board of Directors has the primary responsibilities listed below, and as set forth in the JPA. The Board may take other actions not listed here as appropriate to govern KMPO, except powers reserved to members.

2.1.1 Elect Officers;

2.1.2 Approve addition of new members to KMPO;

2.1.3 To establish the annual operating budget for the KMPO and determine the pro-rata share of each member and establish the time period for which the pro-rata share payment is due.

2.1.4 Establish a schedule of all board meetings

2.1.5 To prepare and adopt a Unified Planning Work Program;

2.1.6 Hire and oversee Executive Director;

2.1.7 Review and approve annual performance review of the Executive Director, and approve salary adjustment or other compensation arrangement;

2.1.8 To provide for selection of all personnel and contractors;

2.1.9 To make reports to the members at their meetings;

2.1.10 Approve grant applications where KMPO is grantor;

2.1.11 To provide for investment and disbursement of funds;

2.1.12 Approve annual membership dues;

2.1.13 To form, and to approve or select members of committees, task forces and work groups, as the case may be;

2.1.14 To establish bylaws, rules and regulations;

2.1.15 To provide members an annual report of operations, and financial affairs;

Article 3
VOTING

3.1 Voting Board Member. Board Members and, where applicable, their proxy, are entitled to cast a vote at any meeting of the Board.

3.2 Authority to Vote. A Board Member is entitled to vote on behalf of the Member, on any matter which comes before the Board or before any committee, task force or work group of which the Board Member is a duly appointed member.

3.3 Voting. All matters before the Board shall be disposed of by simple majority vote of all votes cast by Board Members present at the meeting unless otherwise provided in these bylaws, applicable law, the JPA or any special order that may be adopted by the Board. Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

Article 4
OFFICERS

4.1 Officers of the Board. The Board shall have at least two officers, and such other officers as the Board may determine (collectively "**Officers**"): (i) the Chair, (ii) the Vice Chair and, if determined necessary by the Board (iii) the Secretary/Treasurer or other officer. All Officers must be Board Members. Any Board Member is eligible to serve as an Officer.

4.2 Election. The Officers shall be elected annually by the Board at the Board's regular meeting in December of each year, or if cancelled, the following meeting,

4.3 Terms of Office. Officers shall hold office until such Officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

4.4 Removal of Officers. The Board may remove from office any Officer upon two- thirds majority vote. If any member of the Board wishes to remove an Officer, that Board member shall give at least 30 days' notice of intent to remove such Officer to both the Officer and to the Board. Any Officer subject to removal proceedings shall not take part in the voting to remove them. An Officer who is removed shall continue on the Board and retain full voting privileges as long as they remain a Board Member.

4.5 Resignation of Officers. Any Officer may resign at any time by giving written notice of his or her resignation to the Board. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an Officer, the Board shall appoint a Board Member to fill such vacant office. The appointed Officer shall serve out the remainder of the term of the removed Officer or the Officer who resigned.

4.7 Duties.

4.7.1 Chair. The Chair shall be the chief executive officer of KMPO. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific power or authority.

4.7.2 Vice Chair. The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board.

4.7.3 Secretary/Treasurer. The Secretary/Treasurer shall, if appointed by the Board:

(a) Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with Idaho's "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-201 through 74-207;

(b) Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of KMPO;

(c) Oversee KMPO's compliance with Idaho's Public Records Law including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-101 through 74-122;

(d) Monitor, or cause to be monitored, the financial affairs of KMPO and report periodically to the Board; and

(e) Create, or cause to be created, at the beginning of each meeting of the Board a roster of Board Members who are in attendance.

4.8 Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of KMPO to any Officer, employee, or agent of KMPO.

Article 5
EXECUTIVE DIRECTOR

5.1 Appointment. The Board shall appoint an Executive Director.

5.2 Powers and Duties. The Executive Director is authorized to enter into any contract or execute in the name of KMPO all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized in the approved Unified Planning Work Program. In all other instances the Executive Director is authorized with Board approval. The Executive Director shall be the disbursing officer of KMPO for all funds made available thereto. The Executive Director shall also have the general powers and duties of supervision and management, including but not limited to, employment, hiring and dismissal of members of the staff. The Executive Director

shall have the emergency authority to act to protect the rights and interests of KMPO as they relate to the approved Unified Planning Work Program, pending confirmation by the Board.

5.3 Committee Assignments. The Executive Director or a designated delegate shall be an ex-officio member of any special committee, task force or work group of KMPO and shall periodically attend meetings of other organizations involved in planning.

5.4 Conditions of Employment. Salary and other conditions of employment for the Executive Director shall be established by the Board.

5.5 Regular Reporting Required. The Executive Director shall prepare a summary of significant staff activities which have occurred since the last regular meeting of the Board and provide it as an item on the agenda of each regular meeting of the Board.

Article 6
STANDING COMMITTEES

6.1 Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions.

6.2 Committees. The Board may from time to time create committees as it sees fit. Such committees shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. The number and appointment of membership on other committees shall be reviewed and approved at the meeting immediately following the creation and appointment of the committee and annually thereafter. KMPO maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees it establishes.

6.3 Bylaws. Bylaws necessary for the operation of any standing or other committee created by the Board will be provided by the Board, and thereafter may be amended by the Board, from time to time, as the Board deems necessary.

6.4 Task Forces and Work Groups. The Board may from time to time, upon the Board's initiative, create task forces or work groups to perform specific tasks. All task forces and work groups shall be governed by a charter which specifically identifies the membership, assigned tasks and the timeline to complete the tasks. Concurrently with the creation of any work group, the Board shall approve the charter governing the work group. KMPO maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the task forces and work groups.

Article 7
GENERAL PROVISIONS

7.1 Books and Records. KMPO shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. All such books, records and accounts shall be kept at its main office and shall be open to inspection by any Member or Board Member at any time.

7.2 Amendment. These bylaws may be amended or repealed and replaced by the adoption of such new bylaws as may be approved by a two-thirds vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.

7.3 Capitalized Terms. Capitalized terms not otherwise defined in these bylaws shall have the meaning ascribed to such terms in the JPA.

Approved and signed this 12th day of July, 2025

Graham Christensen, Chair

Kootenai Metropolitan Planning Organization

Board of Directors

Attest:

Glenn F. Miles, Executive Director

Kootenai Metropolitan Planning Organization