

BY-LAWS

IDAHO ENERGY RESOURCES AUTHORITY

ARTICLE 1 - THE AUTHORITY

SECTION 1.1 NAME OF THE AUTHORITY. The name of the Authority shall be the "Idaho Energy Resources Authority". The Authority has been established pursuant to the Idaho Energy Resources Authority Act, Title 67, Chapter 89, Idaho Code (the "Act").

SECTION 1.2 BOARD OF DIRECTORS. The governing body of the Authority shall be the Board of Directors (the "Board") composed of seven (7) members appointed by the Governor, with the advice and consent of the Idaho State Senate.

SECTION 1.3. SEAL OF THE AUTHORITY. The seal of the Authority shall bear the name of the Authority and be in such form as shall be determined by the resolution of the Board.

SECTION 1.4 OFFICE OF THE AUTHORITY. The principal office and corporate office of the Authority shall be located in a community at the discretion of the Board within the State of Idaho. The Authority may also have such other offices at such places within the State of Idaho as the Board may from time to time designate by resolution.

ARTICLE II - OFFICERS

SECTION 2.1 ELECTION AND TERMS. The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary, Treasurer, Executive Director and such other officers as may from time to time be elected or appointed by the Board.

The initial Chairman and Vice-Chairman of the Authority shall be elected at the first meeting of the Board for a term ending June 30, 2006. Thereafter, the Chairman and the Vice-Chairman shall be elected annually from among the members of the Board and shall hold office for one (1) full year or until a successor shall have been elected or appointed and qualified for office.

The Executive Director, Secretary and Treasurer shall be appointed by the Board and shall serve at the pleasure of the Board. The Executive Director, the Secretary, and the Treasurer may be, but are not required to be, a member of the Board. A single individual may be appointed as Secretary-Treasurer.

SECTION 2.2 CHAIRMAN. The Chairman of the Board shall preside at all meetings of the members of the Board, shall have such other duties as the Board

may direct, and shall, with the Board, have general oversight of the business and affairs of the Authority.

SECTION 2.3 VICE-CHAIRMAN. The Vice-Chairman shall preside over all meetings of the Board in the absence of the Chairman and shall perform the duties of the Chairman in the event the office of the Chairman is vacant or in the event the Chairman has advised the Vice-Chairman that he is unable to perform the duties of the Chairman by reason of illness, absence, disability or other incapacity except as otherwise prohibited by law. The Chairman shall resume his duties upon notification to the Vice-Chairman.

SECTION 2.4 SECRETARY. The Secretary shall have all powers, authority and duties delineated under the Act and shall see that a record is maintained of the Board meetings and that all votes and proceedings are recorded in a journal, and that all resolutions presented to the Board are recorded. The Secretary shall also maintain and make available to the public all records required by Sections 9-337 through 9-347 of the Idaho Code, or any other applicable provisions of law. The Board may appoint one (1) or more assistant secretaries who shall serve at the pleasure of the Board.

SECTION 2.5 TREASURER. The Treasurer of the Authority shall have all powers, authority and duties delineated under the Act and shall have the responsibility to monitor the receipt, collection and deposit of all funds of the Authority, the investment of same as authorized by the act or by resolution of the Board, the review of bank accounts of the Authority in such depository banks as may be designated from time to time by resolution of the Board and review of the books of account of the Authority. Checks, drafts and other withdrawals and expenditure of the funds of the Authority shall be executed on behalf of the Authority in such manner as shall be designated from time to time by resolution of the Board. The Board may appoint one (1) or more assistant treasurers who shall serve at the pleasure of the Board.

SECTION 2.6 EXECUTIVE DIRECTOR. The Executive Director, under the direction of the Board, shall be the chief executive officer of the Authority and shall have general supervision over and be in administrative charge of all the activities of the Authority, and, in addition, shall perform the duties incident to the position and office. The Executive Director may sign or countersign all checks of the Authority as determined and as authorized by resolution of the Board, and shall be empowered to execute all documents authorized by the Board on behalf of the Authority.

SECTION 2.7 ADDITIONAL DUTIES. The officers of the Authority shall perform such other duties and functions as shall be required by law and as may from time to time be required or delegated by resolution of the Board or the By-Laws or rules of the Authority.

SECTION 2.8 VACANCIES. Should the office of Chairman or Vice-Chairman become vacant, the Board shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of said office. Should the office of Executive Director, Secretary or Treasurer become vacant, the Board

shall appoint a successor who shall serve at the pleasure of the Board. Any other vacancies shall be filled in accordance with the provisions of the By-Laws.

SECTION 2.9 ABSENCE OF OFFICERS. Whenever the Chairman and Vice-Chairman are unable to attend a meeting of the Board, the members present at such meeting shall designate a temporary Chairman from among the members present who shall preside at such meetings.

SECTION 2.10 DIRECTOR AND OFFICER INDEMNIFICATION. The Authority shall indemnify and hold harmless any director or officer or former director or officer of the Authority against liability and shall pay as they are incurred expenses, including but not limited to attorney's fees, actually and reasonably incurred in connection with any proceeding in which the individual is, or may be, made a party by reason of being or having been such a director or officer, except in relation to matters as to which the individual shall be adjudged in such proceeding, to be liable for willful misconduct or gross negligence in the performance of duty. For purposes of this section the term "proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative, and, whether formal or informal, any matter in which a director or officer seeks an outside legal opinion regarding a potential conflict of interest issue involving business of the Authority.

ARTICLE III – PERSONNEL

SECTION 3.1 PERSONNEL. The Board from time to time may employ such officers, employees and agents as the Board may deem necessary for the Authority's exercise of its powers, duties and functions as prescribed by law.

ARTICLE IV – MEETINGS

SECTION 4.1 BOARD MEETINGS. All meetings of the Board shall be held and all notices and agendas shall be posted in compliance with Sections 67-2341 through 67-2347 of the Idaho Code or any other applicable provisions of law. The meetings may be conducted in person or by telephone, teleconference or other electronic means, provided that each meeting will be available to the public and at least four Board members will be in attendance; provided further that for any meeting conducted by telephone, teleconference or other electronic means, at least one member of the Board or the Executive Director must be physically present at the location designated in the notice to ensure that the public may attend such meeting in person.

SECTION 4.2 GENERAL PUBLIC MEETINGS. The Board shall have not less than four (4) general public meetings per year. If four Board members are unable to attend the general meeting, it will be rescheduled until four members can be present.

SECTION 4.3 SPECIAL MEETINGS. Upon request from the Chairman or two Board members a special meeting of the Board shall be called at such time and place as designated in the notice relating to such special meeting.

SECTION 4.4 EMERGENCY MEETINGS. The Board may hold emergency meetings on matters of immediate concern requiring action without notice. However, reasonable effort shall be made to provide notice to the public. All action taken at an emergency meeting shall be of a temporary nature and in order to become permanent shall be reconsidered and acted upon at open public meeting within seventy-two (72) hours of adjournment.

SECTION 4.5 NOTICE: General Public Meetings. The Secretary or Executive Director on behalf of the Board shall provide notice of each general public meeting to the general public by (a) posting such notice (i) at the principal office of the Authority and (ii) on the web page of the Authority and (b) providing the notice directly to those persons or organizations requesting notice. Notice to members of the Board and those requesting notice shall be by telephone, email or written notice at least five (5) days prior to the meeting date.

SECTION 4.6 NOTICE: Special Meetings. Notice of any special meeting and the business to be transacted shall be given as in Section 4.5 above (except only such time of notice as is reasonable and practicable under the circumstances shall be required, provided that unless an emergency exists, such notice shall be given at least twenty-four (24) hours prior to such special meeting) to each Director and to each person or organizations requesting notice. The notice shall specify the date, time, and place of the special meeting and the business to be transacted. Only that business referenced in the notification shall be considered at a special meeting.

SECTION 4.7 EXECUTIVE SESSIONS. The Board may hold executive sessions not open to the public, as provided by law. However, no executive session shall be held except upon a roll call vote of two thirds (2/3) of the Board at a meeting otherwise duly called. Minutes of executive session shall be maintained and, except those parts reflecting a Board member's objection to the executive session as being in violation of applicable statutes, shall, at the Board's discretion, remain confidential subject to production only in response to a valid court order.

SECTION 4.8 QUORUM. At all meetings of the Board, four of the members of the Board shall constitute a quorum for the purpose of transacting business. Action may be taken and motions and resolutions adopted by the Board at any meeting thereof by the affirmative vote of at least four members of the Board.

SECTION 4.9 ORDER OF BUSINESS. At any meeting of the Board, any business shall be in order, whether or not stated in any notice sent with respect to such meeting, except as otherwise specifically provided herein.

SECTION 4.10 VOTING. Voting on all questions at a meeting of the Board shall be by voice vote unless a member requires a roll call, in which case the yeas and the nays shall be entered into the minutes of such meeting. All members of the Board are

entitled to vote, including the Chairman. Any Board member who has a direct or indirect interest in any transaction or contract shall disclose this interest to the Board prior to any such transaction or contract being voted on by the Board. This interest shall be set forth in the minutes of the Board and the Board member shall abstain from deliberation, action and vote by the Authority in matters where such interest is involved.

SECTION 4.11 RECESS. The Board may recess any general public, special or recessed general public or special meeting to a place and time specified in an adopted order of recess. A copy of the adopted order of recess shall then be conspicuously posted at or near the door of the location where the meeting or recess meeting was held.

ARTICLE V – OTHER

SECTION 5.1 AMENDMENTS. These By-Laws may be amended from time to time at any meeting of the Board by a majority of the full Board voting in favor of amendment.

ADOPTED this 26th day of October, 2005.

Randolph J. Hill
Secretary

Attest:

Robert Mooney
Chairman