



Department of State.

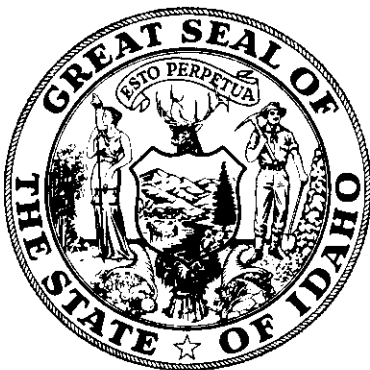
**CERTIFICATE OF INCORPORATION
OF**

THE IDAHO ASSOCIATION OF COUNTY ENGINEERS AND ROAD SUPERVISORS, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of **THE IDAHO ASSOCIATION OF COUNTY ENGINEERS AND ROAD SUPERVISORS, INCORPORATED**, duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 10, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE IDAHO ASSOCIATION OF COUNTY ENGINEERS
AND ROAD SUPERVISORS
INCORPORATED

P R E A M B L E

Recognizing that service to the public in county road engineering and management is a fundamental obligation of county engineers and road supervisors, the Idaho Association of County Engineers and Road Supervisors does hereby dedicate itself to the promotion and protection of the profession of county road engineering and management as a social and economic influence vital to the welfare and integrity of the transportation system within all counties in the State of Idaho.

ARTICLE I

NAME

Section 1. The name of this organization shall be "The Idaho Association of County Engineers and Road Supervisors, Incorporated", hereinafter called the Association.

Section 2. The Association shall be incorporated as a non-profit organization under the laws of the State of Idaho.

ARTICLE II

OBJECTIVES

Section 1. The objectives of this Association shall be:

- a. Advancement of county road engineering and management to provide improved services to the public.
- b. Uniting of all qualified individuals serving major segments of any county road system of the state into one organization.
- c. promotion of high standards of professionalism and ethical conduct.
- d. Promotion of cooperation between individual members.
- e. Maximum efficiency and modernization in administrative units of local county government.
- f. Cultivation of public appreciation for the work of the county engineers and road supervisors through improved public relations.
- g. Representation for county road interests in state legislative and funding matters.

ARTICLE III

MEMBERSHIP

Section 1. The membership shall consist of Member, Associate Member, and Affiliate Member.

Section 2. All Members shall have voting privileges and may hold any of the elected offices. Associate Members and Affiliate Members may not vote or hold office.

Section 3. Member--A Member shall be defined as a person of high moral character holding the position of County Engineer, Director of Public Works, and County or Highway

District Supervisor serving major segments of any county road system. Any Member holding the title of County Engineer or Public Works Director shall hold a valid license or certificate of registration as a professional engineer, issued under the laws of the State of Idaho.

Section 4. Associate Member--An Associate Member shall be defined as a person of high moral character who is an assistant or deputy to any of the above named Members, who is delegated engineering or management responsibilities.

Section 5. Affiliate Member--An Affiliate Member shall be: (1) one who is engaged in engineering and/or administration of federal or state agencies; (2) a consulting engineer; or (3) others whose training, education, interest, or experience will further the aims of the Association.

Section 6. A member of the Association may be expelled or otherwise disciplined by the Association for cause, as provided in the By-Laws.

Section 7. An Admissions Board will review all applications for Association membership according to the qualifications set, and approve or disapprove each application as appropriate. Decisions will be furnished to the Board of Directors of the Association.

ARTICLE IV

DUES

Section 1. The dues of the Association shall be determined by the Board of Directors as stated in the By-Laws.

Section 2. The procedure for billing and collecting all dues shall be determined by the Board of Directors as stated in the By-Laws.

Section 3. The schedule and conditions for dues payment, delinquency, dropping from membership and reinstatement shall be determined by the Board of Directors as stated in the By-Laws.

ARTICLE V

OFFICERS

Section 1. The officers of the Association shall be the president, vice president, secretary/treasurer, and the immediate past president.

Section 2. Eligibility to nomination, election, or retention of position as an elective officer of the Association shall be contingent upon residence in the state.

Section 3. The duties of the officers shall be as defined in the By-Laws.

Section 4. The secretary/treasurer shall be bonded, at the expense of the Association for such amount as may be determined by the Board of Directors.

Section 5. The elected officers shall take office in conformity with the By-Laws following their election, and shall hold office until their successors have been duly elected and installed. The vice president elected the previous year shall become president.

Section 6. Should a vacancy occur in the office of president, the vice president shall assume the office. Other vacancies among the elected officers occurring during the year shall be filled for the unexpired term by appointment by the Board of Directors.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominations for elective officers shall be made by the Nominating Committee. Nominations may also be made from the floor in open session at the annual meeting.

Section 2. The Nominating Committee shall have the most recent available past president as its chairman.

Section 3. At least two nominations shall be made for each office, but no members of the Nominating Committee shall be eligible for nomination by the committee.

Section 4. Election of officers shall be made at the annual meeting and shall be by secret ballot of those members having voting privileges.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The Association shall be administered by a Board of Directors, and shall determine all questions of policy and shall administer the affairs of the Association under the Articles of Incorporation and the general provisions of the law under which it is incorporated.

Section 2. The Board shall consist of the current elective officers of the Association, and one additional member to be appointed at large by the president. The president shall serve as chairman of the Board.

Section 3. A majority of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Articles of Incorporation and By-Laws of the Association.

Section 4. The Board shall direct the investment and care of funds of the Association and shall make appropriations for specific purposes.

Section 5. No members of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Association as approved by the Board.

Section 6. The names and addresses of the Directors constituting the initial Board of Directors, along with current elective office, are as follows:

Chairman - Richard W. Gatten, P.E. - President
Shoshone County Engineer's Office
Box 708
Wallace, Idaho 83873

Director - Robert G. Gray, P.E. - Vice President
Bonneville County Public Works Dept.
605 N. Capital Ave.
Idaho Falls, Idaho 83401

Director - Robert Butler, P.E. - Secretary/Treasurer
Bingham County Public Works
P.O. Box 607
Blackfoot, Idaho 83221

Director - (None) - Immediate Past President

Director - Dave Seubert - At Large
Nez Perce County Road and
Bridge Dept.
805 26th Steet North
Lewiston, Idaho 83501

ARTICLE VIII

MEETINGS

Section 1. The Association shall hold an Annual Meeting at such time and place as may be selected by the Board of Directors, which meeting shall be open to all members and their guests.

Section 2. Special meetings of the Association shall be called by the president on a majority vote of the Board.

Section 3. The annual meeting of the Board of Directors shall be in conjunction with the annual membership meeting. The Board shall be subject to the call of the president for special meetings, or upon petition of at least two members of the Board.

ARTICLE IX

HEADQUARTERS

Section 1. The location of the headquarters of this Association shall be at the office of the secretary/treasurer.

ARTICLE X

COMMITTEES

Section 1. Such committees as may be desireable shall be established in accordance with the provisions set forth in the By-Laws.

Section 2. The duties of all standing committees shall be defined in the By-Laws or by the Board of Directors.

ARTICLE XI

RULES OF ORDER

Section 1. Robert's Manual of Parliamentary Rules shall guide the Association in all questions not expressed in the Articles of Incorporation and the Constitution and By-Laws,

Section 2. The order of business shall be as set forth in the By-Laws.

ARTICLE XII

AMENDMENTS

Section 1. Amendments to the Articles of Incorporation may be proposed by a majority of the Board of Directors or by a petition signed by not less than 15 per cent of the members of this Association in good standing. Amendments submitted by petition shall be reviewed by the Board before being submitted to the secretary for ballot. The findings of this review may be transmitted to the members at the discretion of the Board.

Section 2. Proposed amendments to the Articles of Incorporation, together with a letter ballot, shall be mailed by the secretary to each voting member.

Section 3. An amendment shall become effective only upon affirmative vote of two-thirds of the votes cast by the qualified members, provided that at least 20 per cent of the qualified members have voted.

ARTICLE XIII

BY-LAWS

Section 1. The Board of Directors shall prepare and adopt a series of By-Laws which shall govern all procedures under the Articles of Incorporation, including those of the Board and of the committees.

Section 2. The By-Laws may be amended as set forth in the By-Laws.

ARTICLE XIV

EFFECTIVE DATE

Section 1. These Articles of Incorporation shall become effective upon its adoption by the voting members of the Association.

Section 2. Any amendment to the Articles of Incorporation, adopted according to the procedure specified herein, shall become effective 30 days after the deadline for the receipt of the ballot.

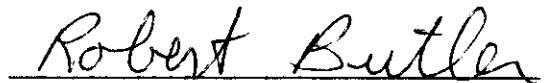
Section 3. This will be a perpetual organization.

INCORPORATORS

Robert Gray, County Engineer
605 N Capital Ave
Idaho Falls, ID 83401



Robert Butler, County Engineer
P.O. Box 607
Blackfoot, ID 83221



Initial Registered Office:

THE IDAHO ASSOCIATION OF COUNTY ENGINEERS
and ROAD SUPERVISORS
132 S Shilling Ave
Bingham County Court House Annex
Blackfoot, ID 83221

Initial Registered: Robert Butler Secretary/Treaseure
Agent: 132 S Shilling Ave
Bingham County Court House Annex
Blackfoot, ID 83221