



Department of State

**CERTIFICATE OF INCORPORATION
OF**

SOUTHEASTERN IDAHO WEED CONTROL ASSOCIATION, INC.

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 _____

SOUTHEASTERN IDAHO WEED CONTROL ASSOCIATION, INC.,

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 January 25, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

THE ARTICLES OF ASSOCIATION AND BY-LAWS
OF THE
SOUTHEASTERN IDAHO WEED CONTROL ASSOCIATION, INC.

JAN 25 11 56 AM '80
SECRETARY OF STATE

ARTICLES OF ASSOCIATION

ARTICLE I

NAME AND LOCATION HEADQUARTERS OFFICE

THE NAME OF THE ASSOCIATION SHALL BE THE SOUTHEASTERN IDAHO WEED CONTROL ASSOCIATION, INC. LOCATED AT THE OFFICE OF THE SECRETARY-TREASURER, WALTER THEM, UNIVERSITY OF IDAHO COOPERATIVE EXTENSION SERVICE, 9 N. MAIN, PARIS, ID. 83261.

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ARTICLE II

NATURE OF THE ASSOCIATION

THIS ASSOCIATION SHALL BE A VOLUNTARY ONE, ORGANIZED FOR THE WELFARE OF SOUTHEASTERN IDAHO BUT NOT ORGANIZED FOR PECUNIARY PROFIT, NOR SHALL IT HAVE CAPITAL, STOCK, NOR SHALL IT MAKE OR DECLARE DIVIDENDS. IT SHALL EXIST FOR AN INDEFINITE TIME PERIOD.

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ARTICLE III

PURPOSES AND OBJECTIVES OF THE ASSOCIATION

THE PURPOSE AND OBJECTIVES OF THE ASSOCIATION SHALL BE AS FOLLOWS:

1. TO COOPERATE WITH ALL GROUPS, ORGANIZATIONS, AGENCIES, COMPANIES, AND INDIVIDUALS INVOLVED WITH OR CONCERNED WITH NOXIOUS WEED CONTROL.
2. TO WORK TOGETHER IN THE CONTROL OF NOXIOUS WEEDS.
3. TO SECURE EDUCATIONAL INFORMATION ON IDENTIFICATION AND METHODOLOGY OF NOXIOUS WEED CONTROL AND SUPPORT RESEARCH AND EDUCATIONAL PROGRAMS.
4. TO STRENGTHEN, SUPPORT, AND PROMOTE THE TOTAL NOXIOUS WEED CONTROL EFFORT IN SOUTHEASTERN IDAHO AND SURROUNDING COUNTIES AND STATES.
5. PROVIDE A MEANS FOR EXCHANGE OF INFORMATION AND IDEAS AMONG PERSONS CONCERNED WITH WEED CONTROL IN IDAHO.
6. TO PROMOTE FINANCIAL ASSISTANCE FROM PRIVATE, COUNTY, STATE, AND FEDERAL FUNDS FOR NOXIOUS WEED CONTROL.

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ARTICLE IV

MEMBERSHIP

A. QUALIFICATIONS FOR ACTIVE MEMBERSHIP

1. COUNTY - COUNTY COMMISSIONER, WEED SUPERVISOR, COUNTY AGENTS, AND A REPRESENTATIVE OF THE COUNTY ADVISORY WEED BOARD.
2. CITY - THE MAYOR OR DESIGNATED REPRESENTATIVE.
3. STATE - A DESIGNATED REPRESENTATIVE OF LAND AND WATER ADMINISTERING AGENCIES.

4. FEDERAL - A DESIGNATED REPRESENTATIVE FROM LAND AND WATER ADMINISTERING AGENCIES.
5. UTILITIES/PRIVATE CORPORATIONS - A DESIGNATED REPRESENTATIVE.
6. PRIVATE CITIZEN - ANY LANDOWNER OR ANY INDIVIDUAL INTERESTED IN NOXIOUS WEED CONTROL.

B. VOTING MEMBERS

1. VOTING MEMBERSHIP SHALL BE LIMITED TO ACTIVE MEMBERS PRESENT AT THE SEMI-ANNUAL MEETINGS OR OTHER MEETINGS CALLED BY THE PRESIDENT.

C. MEMBERSHIP AGREEMENTS

1. NOT TO MAKE OR ENTER INTO ANY CONTRACT OR AGREEMENT ON BEHALF OF THE ASSOCIATION WITHOUT A MAJORITY VOTE OF A MEETING OF THE ASSOCIATION.
2. TO FURNISH THE ASSOCIATION WITH ANY CHANGE OF MAILING ADDRESS IF AND WHEN THE SAME OCCURS.

D. ANNUAL DUES

1. THE AMOUNT OF ANNUAL DUES SHALL BE DETERMINED AT THE MARCH SEMI-ANNUAL MEETING. DUES WILL BE PAID BY EACH COUNTY (FROM COUNTY WEED BUDGET).

E. USE OF FUNDS

1. THE BOOKS SHALL BE AUDITED BY A COMMITTEE EACH YEAR PRIOR TO THE SEMI-ANNUAL MEETINGS AND REPORTED TO THE BODY ASSEMBLED AT THE MEETINGS.
2. USE OF FUNDS ACCORDING TO THE DIRECTION OF THE VOTING MEMBERS ADMINISTERED BY THE ELECTED OFFICERS.

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ARTICLE V

ORGANIZATION

THE ASSOCIATION WILL BE GOVERNED BY THE ACTIVE MEMBERSHIP. THE ASSOCIATION SHALL HAVE A PRESIDENT, VICE PRESIDENT, AND SECRETARY-TREASURER WHO SHALL PERFORM THE DUTIES USUALLY PERTAINING TO THESE OFFICES, AND BE ITS BOARD OF DIRECTORS. THE SECRETARY-TREASURER IS TO BE ITS INITIAL REGISTERED AGENT.

A. TERM OF OFFICE

1. INITIALLY, THE PRESIDENT WILL BE ELECTED BY THE ASSOCIATION FOR A TERM OF ONE YEAR. THEREAFTER, THE VICE PRESIDENT OF THE ORGANIZATION WILL BECOME PRESIDENT AT THE END OF THE FIRST TERM.
2. THE VICE PRESIDENT SHALL BE ELECTED ANNUALLY AT THE MARCH MEETING.
3. THE SECRETARY-TREASURER SHALL BE ELECTED TO A ONE YEAR TERM OF OFFICE.

4. IN THE EVENT OF A VACANCY, THE ORGANIZATION WILL FUNCTION WITH THE REMAINING OFFICERS UNTIL AN ELECTION CAN BE HELD.
5. ELECTIONS WILL BE HELD AT THE SEMI-ANNUAL MEETING IN MARCH.

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ARTICLE VI

POWERS AND DUTIES OF ASSOCIATION OFFICERS

- A. PRESIDENT - THE PRESIDENT SHALL HAVE THE FOLLOWING POWERS AND DUTIES:
 1. HE SHALL BE THE PRINCIPAL EXECUTIVE OFFICER OF THE ASSOCIATION AND HAVE THE GENERAL SUPERVISION OF THE BUSINESS OF THE ASSOCIATION.
 2. HE SHALL PRESIDE AT ALL MEETINGS OF THE ASSOCIATION.
 3. HE SHALL SEE THAT ALL ORDERS AND RESOLUTIONS OF THE ASSOCIATION BE CARRIED OUT.
 4. HE SHALL, IN GENERAL, PERFORM ALL OTHER DUTIES AND EXERCISE ALL POWERS INCIDENTAL TO THE OFFICE OF PRESIDENT.
- B. VICE-PRESIDENT - THE VICE PRESIDENT SHALL HAVE THE FOLLOWING POWERS AND DUTIES:
 1. IN THE ABSENCE OF THE PRESIDENT, OR IN THE EVENT OF HIS DEATH, OR HIS INABILITY OR REFUSAL TO ACT, HE SHALL EXERCISE ALL POWERS AND DUTIES OF THE PRESIDENT.
 2. THE VICE PRESIDENT SHALL BE GIVEN THE RESPONSIBILITY AND DUTY OF SUPERVISING THE WORK OF ONE OR MORE STANDING COMMITTEES.
- C. SECRETARY - TREASURER - THE SECRETARY-TREASURER SHALL HAVE THE FOLLOWING POWERS AND DUTIES:
 1. HE SHALL BE THE INITIAL REGISTERED AGENT, AND INCORPORATOR FOR SIWCA.
 2. HE SHALL ATTEND ALL MEETINGS OF THE ASSOCIATION AND PRESERVE THE ACTIONS OF THE ASSOCIATION THROUGH MINUTES OF THE PROCEEDINGS OF ALL SUCH MEETINGS.
 3. HE SHALL RECEIVE AND GIVE RECEIPTS FOR MONIES DUE AND PAYABLE TO THE ASSOCIATION FROM ANY SOURCE WHATSOEVER, AND SHALL DEPOSIT ALL FUNDS OF THE ASSOCIATION.
 4. IN THE ABSENCES OF THE SECRETARY OR IN THE EVENT OF HIS DEATH, OR INABILITY TO DO HIS JOB, THE PRESIDENT SHALL APPOINT ONE OF THE ASSOCIATION MEMBERS TO PERFORM THE DUTIES OF THE SECRETARY-TREASURER'S OFFICE UNTIL AN ELECTION IS HELD.

ARTICLE VII

AMENDMENTS

ANY ARTICLE OR BY-LAW OF THIS ASSOCIATION MAY BE AMENDED OR ADDED BY A VOTE OF THE ACTIVE MEMBERS AT ANY SEMI-ANNUAL MEETING. NOTICE OF AMENDMENT MUST BE SUBMITTED TO THE ASSOCIATION MEMBERS TWO (2) WEEKS PRIOR TO ANY SEMI-ANNUAL MEETING. SUCH ACTION MUST BE APPROVED BY AT LEAST TWO-THIRDS OF THE ACTIVE VOTING MEMBERSHIP PRESENT AT THE SEMI-ANNUAL MEETING.

FISCAL YEAR

A. THE FISCAL YEAR OF THE ASSOCIATION SHALL CORRESPOND WITH THE FISCAL YEAR OF THE COUNTIES.

THE INITIAL BOARD OF DIRECTOR'S AND OFFICER'S OF INCORPORATION ARE:

PRESIDENT - DOYLE LOWRY Doyle W. Lowry
315 MAIN ST.
MC CAMMON, ID. 83250

VICE -
PRESIDENT - CECIL ALLDAFFER Cecil Alldaffer
20 N. 4 E.
SODA SPRINGS, ID. 83276

SECRETARY-
TREASURER - WALTER J. THEM Walter J. Them
9 N. MAIN
PARIS, ID. 83261