

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IDAHO SURVEYING AND RATING BUREAU, INC.**

Pursuant to Idaho Code § 30-30-706, and any other applicable provisions of the Idaho Non-Profit Corporation Act, Idaho Surveying and Rating Bureau, Inc. (“Corporation”) hereby amends and restates its Articles of Incorporation, as follows:

**ARTICLE I.
NAME**

The name of the Corporation shall be **IDAHO SURVEYING AND RATING BUREAU, INC.** The Corporation may, at times, in its Bylaws or its contracts, agreements, and other corporate or business documents refer to itself as a “non-profit, cooperative association” or “Association.” In doing so, it is not the intention of the Corporation to alter its legal status as an Idaho non-profit corporation, formed and existing at all times as a non-profit corporation.

**ARTICLE II.
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III.
OFFICE LOCATION**

The location and office address of the registered office of the Corporation in the State of Idaho shall be in Ada County, Idaho, but the Corporation shall have the power to establish offices at other locations within and outside the State of Idaho.

**ARTICLE IV.
DIRECTORS**

The number of directors of the Corporation shall be nine (9), none of whom individually need be members of the Corporation, but who must be either (a) a corporate officer, (b) a manager or assistant manager reporting directly to the head office or to the United States manager, or (c) a general agent reporting directly to the head office or the United States manager, of an insurance company that is a member of the Corporation.

**ARTICLE V.
ORIGINAL INCORPORATOR**

The Corporation certifies that its incorporators were as set forth in the Corporation’s initial Articles of Incorporation filed with the Secretary of State of the State of Idaho on December 23, 1947.



ARTICLE VI. MEMBERSHIP

Any insurance company licensed and qualified to transact an insurance business in the State of Idaho is eligible to membership to the Corporation. All fire insurance companies or other authorized insurers affiliated with a member or with a subscriber, under common ownership, management or control, must also be members or subscribers, as the case may be, if transacting an insurance business in or insuring property in the territory for which rating services are performed for the members and subscribers by the Corporation.

The Corporation shall issue a membership certificate to each member, which certificate cannot be assigned. The rights and interest of all members shall be equal.

ARTICLE VII. PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit, or the distribution of gains, profits or dividends, and is formed for the following purposes:

1. (a) To perform the functions of a rating bureau and insurance examining bureau under the laws of the State of Idaho and to perform any and all functions relating thereto not prohibited by the laws of the State of Idaho.
- (b) To establish and maintain facilities for inspecting and surveying the various municipalities and fire and other insurance hazards in the State of Idaho and develop therefrom the means and facilities for preventing, confining, and extinguishing fires, and fix and determine therefrom grades of protection, risk, and hazard to be used as a basis for estimating and promulgating fair and equitable rates for insurance coverages.
- (c) To furnish to municipalities, owners of property, insurance companies, and agents information as to bureau advisory insurance rates and coverages and advice as to insurance rates and coverages and advice as to advisory measures to be adopted for protection against, and reduction of, insurance hazards.
- (d) To determine, adopt, and make available to insurance companies, equitable schedules and advisory rates, not unfairly discriminatory, as well as appropriate rules, forms, regulations, and classifications so that insurance hazards may be insured upon a basis that is fair and reasonable to the insured, not unfairly discriminatory, and one that will at the same time yield a fair and reasonable return to the insurer, all as within the provisions of the laws of the State of Idaho.
- (e) To accumulate and disseminate underwriting information regarding all forms of insurance.
- (f) To study and advocate simplification and accuracy of rating methods and rate presentation; to encourage cooperative action by insurance companies

in the rate-making process and the full utilization of underwriting experience therein.

- (g) To correlate, compile, and disseminate accurate statistical information concerning losses and loss ratios.
 - (h) To act for insurance companies and other insurance rating organizations in filing schedules and rates with public officials where such filings are required by law; provided, however, that such insurance companies may also file schedules and rates directly with public officials if such filings are authorized by law.
 - (i) To cooperate and advise with other rating bureaus, underwriters associations, public officials, and others, to further the equitable adjustments of rates to insurable perils.
 - (j) To examine policies, daily reports of policies, binders or cover notes, renewal certificates, endorsements or other evidence of insurance for its members or subscribers who desire such service; to report as may be required to the appropriate officials, any and all violations of the laws of Idaho pertaining to the insurance business of its members or subscribers.
 - (k) To further, so far as may be required or permitted by the laws of the State of Idaho, compliance with the insurance laws of said state by its members or subscribers.
 - (l) To comply with all lawful rules, regulations, orders or directions promulgated by officials of the State of Idaho.
 - (m) To do anything necessary or appropriate for accomplishment of the objectives herein set forth.
2. To own, acquire, buy, sell, convey, and otherwise deal in real estate and all types of personal property deemed necessary or proper for the conduct of the business of the Corporation.
 3. To carry on any other lawful business in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the Corporation.
 4. To have and exercise all rights, powers, and privileges that are now, or may hereafter be, conferred by the State of Idaho upon non-profit Corporations.

Any and all of the rights, powers, privileges or restrictions in these Amended and Restated Articles of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered, changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized, and filed in any manner or hereafter permitted or authorized by the laws of the State of Idaho.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall, except where otherwise



expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE VIII.
INCORPORATOR AND CURRENT DIRECTORS

The Corporation certifies that its initial incorporators as referenced in Article V were the initial directors of the Corporation. The current directors of the Corporation are:

Danielle Brod
Director, State Operations
Liberty Mutual Insurance Company
157 Berkeley St.
Boston, MA 02116

Eric J. Cutler
Senior Vice President, Operations and Underwriting
United Heritage Property & Casualty Company
707 E. United Heritage Ct.
Meridian, ID 83642

Shanna N. Delph, President
Vice President & Chief Underwriting Officer
Berkley North Pacific Insurance Company
13920 SE Eastgate Way, Suite 120
Bellevue, WA 98005

Merilyn R. Ternes
Resident Vice President
EMC Insurance Companies
P.O. Box 1897
Bismarck, ND 58502-1897

Mary K. Townsend
Regional Director
Travelers Insurance Company
1501 4th Ave., Suite 1000
Seattle, WA 98101

Karen M. Walter
Midcorporate Underwriting Director –
Mountain States & Agribusiness Lead, West Zone
Allianz Global Corporate & Specialty
10333 E. Dry Creek Rd., Suite 310
Englewood, CO 80112

Brian B. White
Director of Commercial Underwriting and Product Development
Nationwide Insurance Company
1100 Locust St., D1-7W-0202
Des Moines, IA 50391



Jason Williams
Treasurer
Farm Bureau Insurance
275 Tierra Vista Drive
Pocatello, ID 83205

Michele J. Wyatt
Chief Operating Officer and Vice President Claims
Mutual of Enumclaw Insurance
1460 Wells St.
Enumclaw, WA 98022

ARTICLE IX. MANAGEMENT AND AFFAIRS

The management and affairs of the Corporation shall be set forth and governed by the Bylaws of the Corporation currently in effect and as may be amended from time to time in accordance with the terms of the Bylaws as well as the laws of the State of Idaho. The Corporation shall have officers nominated and elected in accordance with the terms of the Bylaws. The registered agent of the Corporation shall be the Secretary and General Manager of the Corporation who on the effective date of these Amended and Restated Articles of Incorporation is Corey R. Ries, Secretary-General Manager, Idaho Surveying and Rating Bureau, Inc., 1871 S. Cobalt Point Way, Meridian, Idaho 83642.

ARTICLE X. AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended further only by resolution setting forth the amended language, adopted by two-thirds (2/3) of the total membership of the Corporation. Not less than two (2) weeks written notice of the proposed amendment to be considered at the annual or special meeting shall be given to all members. No amendment shall be or become effective until compliance with all applicable requirements of the laws of the State of Idaho is met.

ARTICLE XI. DISTRIBUTION ON DISSOLUTION

The distribution of the Corporation's assets on dissolution shall be set forth in the Bylaws of the Corporation and shall be consistent with the Idaho Non-Profit Corporation Act.

ARTICLE XII. CERTIFICATION AND EFFECTIVE DATE

The undersigned, constituting the directors of the Corporation certify that the foregoing Amended and Restated Articles of Incorporation were duly voted upon and unanimously adopted by the Board of Directors of the Corporation on the 9th day of August, 2021, and thereafter submitted to a vote of the members at a duly and regularly called meeting of the members of the Corporation, and adopted by the vote of 35 members in favor out of a total membership of 47,



constituting the necessary two-thirds (2/3) majority vote to adopt these Amended and Restated Articles of Incorporation.

The effective date of these Amended and Restated Articles of Incorporation shall be the 9th day of August, 2021, unless a different effective date is designated by the office of the Secretary of State of the State of Idaho.

DATED this 15th day of August, 2021.

DocuSigned by:
Karen M. Walter
BDE8D09A6C6D445...
Karen M. Walter, President

DocuSigned by:
Corey R. Ries
01D636735712410...
Secretary-General Manager
Idaho Surveying and Rating Bureau, Inc.

Michele J. Wyatt
Michele J. Wyatt, Vice President

DocuSigned by:
Danielle Brod
F1E45F7541CC4F0...
Danielle Brod

DocuSigned by:
Eric J. Cutler
F02D69336C4C49A...
Eric J. Cutler

DocuSigned by:
Shanna N. Delph
AA4DE30782BB47E...
Shanna N. Delph

DocuSigned by:
Marilyn R. Ternes
07E679319996482...
Marilyn R. Ternes

Mary K. Townsend
Mary K. Townsend

DocuSigned by:
Brian B. White
AA03F202A6114DD...
Brian B. White

Jason Williams
Jason Williams



AMENDED BY-LAWS
of the
IDAHO
SURVEYING AND RATING
BUREAU, INC.

August 9, 2021

AMENDED BY-LAWS
OF
IDAHO SURVEYING AND RATING BUREAU, INC.

The following represent the Amended By-Laws (By-Laws or Bylaws) of the Idaho Survey and Rating Bureau, Inc.(referred to herein as the “Corporation,” “association” or “Association.” By referring to the Corporation at times as also the association or Association such reference is only for convenience and not intended to in any manner alter the Corporation legal status as an Idaho Non-Profit Corporation. These By-Laws have been adopted by majority vote of the Board of Directors and the Members at a properly noticed and called meeting for the stated purpose. These By-Laws contain all amendments made prior hereto and are restated for the purpose of ensuring that a current set of By-Laws governing the Corporation and its affairs and operations be on record for current and future reference.

ARTICLE I

MEETING OF MEMBERS

1. **Annual Meeting.** The annual meeting of the association shall be held in the State of Idaho sometime between June 1 and October 31 in each calendar year, the time and place of such meeting to be fixed by the Board of Directors most expedient and convenient for the attendance of the members. At such meeting there shall be an election of officers for the ensuing year and the members shall transact such other business as may come before them.
2. **Special Meetings.** Special meetings of the membership shall be held at the same place as the annual meeting unless a different place of special meetings shall be designated by the Board of Directors, which may be within or without the State of Idaho. Special meetings of the membership shall be held at any time on call of the Board of Directors or on written request of any ten (10) members. The call or request shall specify the object of the meeting.
3. **Notice of Meetings.** The secretary shall give written notice of regular meetings to all members not less than ten (10) days prior to the day of such meeting. The secretary shall give notice of special meetings to all members not less than five (5) days preceding the day of the meeting. Such notice shall state the nature of the business to be transacted. Notice of the time and place of special meetings may be waived by members if written waiver be filed with the secretary.
4. **Quorum.** At all membership meetings a majority of the total membership vote shall constitute a quorum and a majority of the votes cast, if a quorum be present, shall decide all issues unless otherwise provided in the Articles of Association or these By-Laws.
5. **Voting Rights.** Each principal representative shall be entitled to cast either one or two votes on each subject presented for action to the membership, depending on whether he has been designated as such by a single member only (in which case he shall have one vote) or by more than a single member (in which case he shall have two votes).



ARTICLE II MEMBERS AND SUBSCRIBERS

1. **Members.** All insurers holding an Idaho Certificate of Authority (license) for property insurance to transact an insurance business in the State of Idaho can apply as a member company.

An applicant for membership who has previously failed to pay regularly levied dues, assessments or charges must pay all past delinquencies before filing an application for membership. If the application for membership is in proper form, the Secretary shall notify the applicant of acceptance as a member. No member constituting a part of a single group or fleet of insurance companies under common ownership, management or control shall be eligible to become a member unless all of the companies constituting such group or fleet licensed to transact an insurance business in the State of Idaho and engaged in the same class of insurance business shall also be or become members or subscribers.

2. **Subscribers.** Any of the following shall be eligible to subscribe for the services of the association as a subscriber: (a) Any insurance company or other authorized insurer licensed to transact an insurance business in the State of Idaho; (b) Any person, firm or corporation entitled to rating or examining services of the association under the laws of the State of Idaho; and (c) Any person, firm or corporation that shall be designated as eligible to subscribership by the Board of Directors.

An applicant for subscribership who has previously failed to pay regularly levied dues, assessments or charges must pay all past delinquencies before filing an application for subscribership. If the application for subscribership is in proper form, the Secretary shall notify the applicant of acceptance as a subscriber. No subscriber constituting a part of a single group or fleet of insurance companies under common ownership, management or control shall be eligible to become a subscriber unless all of the companies constituting such group or fleet licensed to transact an insurance business in the State of Idaho and engaged in the same class of insurance business shall also be or become members or subscribers.

ARTICLE III PRINCIPAL REPRESENTATIVE

1. **Qualifications.** The principal representative of a member shall have the qualifications specified in the Articles of Incorporation for Director of the Association.

2. **Powers.** The principal representative shall have full power and authority to act for and bind the member or members he represents in all matters and things relating to the affairs and business of the association, including (but not limited to) representation and voting at all meetings of the membership, and all other matters the member is lawfully authorized to do under its membership in the association.



3. **Designation.** Each member shall keep on file with the Secretary of the association a written designation of its principal representative. Designation of principal representative may be changed by a member at any time by a like written designation which shall become effective when filed.

ARTICLE IV

VOTING

1. **Voting Rights and Procedure.** A member shall be entitled to vote only through its designated principal representative, except as otherwise provided in this article. A subscriber shall not be entitled to vote.

2. **Proxies.** A principal representative may appoint a person having the same qualifications as a principal representative of a member as his or her proxy and such proxy shall be entitled to vote in the same manner as the principal representative. All appointments of proxies shall be in writing and filed with the Secretary. Unless otherwise limited by the appointment filed, a proxy shall be valid and operative until revoked in writing. No proxy shall be recognized at any meeting when the appointing principal representative is in attendance.

3. **Mail Vote.** Whenever the Board of Directors considers that a question has arisen which should be put to a vote of the membership of the association and that it is unnecessary or inexpedient to call a special meeting for that purpose, the Board of Directors may submit the matter to the membership in writing by mail or messenger for the vote and decision and shall fix and determine the time within which votes shall be received. The issue shall be determined according to the votes of a majority of the total membership vote of the association, or according to such larger number of votes as the Board of Directors may specify or as may be required by any provision of the Articles of Incorporation or ByLaws. Any vote taken under the provisions of this section shall have the same effect as though taken at a meeting of the membership of the association and shall be entered in the minutes of proceedings of the association accordingly.

ARTICLE V

PRESIDENT AND VICE PRESIDENT

1. **Qualifications and Terms.** There shall be a President and a Vice President of the corporation, each of whom shall have the same qualifications as a principal representative, nominated and elected by the Board of Directors. They shall hold their respective offices as President and Vice president for a term of one year and until their successors are elected and qualified. Neither shall be eligible for reelection for their respective offices for at least two years after the expiration of their terms of office, except that a Vice President who is advanced during his or her term of office to the Presidency to fill a vacancy in that office shall be eligible for election as President at the next annual election.

2. **President.** The President shall preside at all meetings of the corporation and its Board of Directors. He or she shall execute in the name of the corporation all documents required by the Board of Directors. He or she shall perform such other duties as the Board of Directors shall direct.

3. **Vice President.** In the event of absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the latter. He or she shall perform such other duties as the Board of Directors shall direct.

4. **Vacancy.** Should there be a vacancy in the office of president, it shall be automatically filled by advancement of the vice president for the unexpired term. A vacancy in the office of Vice President shall be filled by the Board of Directors for the unexpired term from among the remaining members of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

1. **Duties and Number.** The business, property, and affairs of the association shall be directed and controlled by a Board of nine (9) Directors (including the President and Vice President) which shall constitute the Board of Directors.

2. **Qualifications.** Each member of the Board of Directors shall have the same qualifications as a principal representative.

3. **Meetings.** The Board of Directors shall hold regular quarterly meetings and shall hold special meetings at other times upon call of the president. The Secretary shall give notice of all meetings by such medium as he or she shall deem most advisable not less than the business day proceeding the date of the meeting. Meetings of the Board of Directors may be held within or without the State of Idaho at such places as shall be designated by the Board and by the President in making the call of special meetings.

4. **Quorum.** Five of the nine members of the Board of Directors shall constitute a quorum at any of its meetings. A majority of the members of the Board of Directors present at any meeting at which a quorum is present shall decide all issues, unless a greater number is required by the Articles of Incorporation or these Bylaws.

5. **Action by Unanimous Written Consent.** If all the members of the Board of Directors shall severally or collectively consent in writing to any action taken by the Board, such action shall be as valid as though it had been authorized at a regularly called meeting of the Board of Directors and shall be entered in the minutes of its proceedings accordingly.

6. **Notice to Members.** Immediately after any proceedings taken by the Board of Directors, the Secretary shall prepare a synopsis thereof and promptly bulletin the same to all members of the association. Any action taken by the Board of Directors shall be subject to reconsideration by members of the association at any membership meeting, but such action shall be fully effective for all purposes as of the date it was taken by the Board of Directors unless and until reconsidered and changed by the membership.



7. **Vacancy.** A vacancy on the Board of Directors (other than in the offices of President or Vice President) shall be filled by the President who shall appoint thereto a person having the same qualifications as a principal representative to hold office until the next annual meeting of the association.

8. **Compensation.** Neither the President, Vice President nor the other members of the Board of Directors shall receive any compensation for their services in performing the duties of their respective office, but shall be paid their necessary traveling expenses incurred in the performance of their duties.

9. **Past President.** The immediate past president of the association shall be entitled to notice of all meetings of the Board of Directors and may participate in such meetings, including all discussion of the matters pertaining to the business of the association, but without any voting power.

10. **Indemnification.** The Board of Directors may, in its discretion, on behalf of the corporation provide indemnification for every person who has been, now is, or may be hereafter members of said Board and for officers and employees of the Association for errors or omissions occurring during their respective tenures of office while acting in the performance of their duties as such directors and/or officers and/or employees, that might result in civil liabilities on the part of said directors and/or officers and/or employees. Such indemnification may be in the form of insurance, indemnification agreements, or any other type of indemnification that the Board may, from time to time, deem desirable. The indemnification shall not extend beyond errors and omissions of said directors and/or officers and/or employees while acting in the performance of their duties as directors, officers and/or employees of the association and shall not indemnify said director and/or officer and/or employees against willful and intentional violations of such duties or for violations of criminal laws of the United States and the State of Idaho.

Cost and expenses for indemnity as herein provided shall be apportioned among the members and subscribers as an operating cost of the association as provided in Article X herein.

11. **Removal for Nonattendance at Meetings.** Any member of the Board of Directors who is absent for three (3) consecutive meetings of the Board, without good cause given to the President, may be removed as a director by a majority of the directors then in office at a regularly scheduled meeting of the Board. The vacancy will be filled as provided in Article VI. 7 above.

ARTICLE VII

ELECTIONS

1. **Annual Elections.** At each regular annual meeting of the association there shall be elected a President, a Vice President and three members of the Board of Directors, said members of the Board of Directors to hold office for a term of three years or until their successors are elected and qualified; provided, however, that at the annual meeting of the association in 1948 there shall be elected nine directors, three of whom shall serve a term of three years, three for a term of two years and three for a term of one year, or until their successors are elected and qualified.



2. **Nominations.** Not later than thirty days prior to the annual meeting the President shall appoint three members of the Board of Directors to serve as a nominating committee. The nominating committee shall, not later than the 15th day following date of appointment, submit in writing to the Secretary the name of a qualified candidate for President, for Vice President and for the several members of the Board of Directors who are to be elected at the next annual election. The Secretary shall give notice of the nominations made by the nominating committee to all members not later than one week prior to the date of the annual meeting. After the nominating committee has reported its action to the annual meeting, additional nominations may be made from the floor, but the candidates nominated by the nominating committee shall be placed in nomination without further action by the membership.

3. **Vote Required.** No candidate shall be declared elected to any office unless he receives a majority of all votes cast for that particular office.

ARTICLE VIII

SECRETARY AND GENERAL MANAGER

1. **Appointment and Removal.** The Board of Directors shall appoint a Secretary who shall be the General Manager of the association and shall fix his or her compensation. He or she shall be at the time of his or her appointment and shall remain during his or her term of office a resident of the State of Idaho. He or she shall hold office until removed by unanimous vote of the Board of Directors. If the vote of the Board of Directors is not unanimous, he or she shall hold office until removed by a majority vote of the membership of the association.

2. **Duties.** The Secretary and General Manager shall have entire charge of and responsibility for administration of the association's affairs and services, other than duties which are specifically vested in other officers of the association by these Bylaws. It shall be his or her responsibility to see that all orders and resolutions of the Board of Directors are carried into effect.

The Secretary shall perform the following duties:

- (a) Keep a full and complete record of the minutes of meetings of membership and of the Board of Directors.
- (b) Execute in conjunction with the President all documents required by the Board of Directors.
- (c) Give all notices required by law, the Articles of Incorporation or these By-Laws, or which may be necessary or proper to carry out their provisions.
- (d) To do and perform such other duties pertaining to the office as may be required by the Board of Directors and the President.



ARTICLE IX

ASSISTANT MANAGER, ASSISTANT SECRETARY, AND TREASURER

1. **Assistant Manager.** The Board of Directors may appoint an assistant manager and fix his or her compensation. The assistant manager shall hold office at the pleasure of the Board of Directors and shall perform such duties as shall be determined by the Board of Directors.
2. **Assistant Secretary.** The Board of Directors may appoint an assistant secretary and fix his or her compensation. The assistant secretary shall hold office at the pleasure of the Board of Directors and shall perform such duties as the Board may determine.
3. **Treasurer.** The Board of Directors shall appoint a Treasurer. The office of Treasurer may be held by the Secretary - General Manager of the Association. The Treasurer shall have those responsibilities and other duties as determined by the Board of Directors and shall be responsible for the funds of the association, receive and give receipts for monies due and payable to the association from any source whatsoever and deposit all such monies in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws and in general, perform those duties incident to the office of Treasurer as delegated by the Board of Directors.

ARTICLE X

ASSESSMENTS

1. **Fixed by Board of Directors.** The Board of Directors shall have power to establish, fix, levy, and collect assessments to defray the operating costs of the association. The amount of such assessments shall be apportioned among the members and subscribers based on the operating cost of providing such service including a proper allocation of general overhead and administrative expense as may be fixed by the Board of Directors. The rate of such assessments when levied shall be applied to direct gross premiums (not reinsurance premiums received) less return premiums. Return premiums shall not include any payment made by reason of any dividend or participation agreement and neither dividends nor participation shall be deducted in computing the gross premiums for assessment payments.

In addition to the foregoing assessments, the Board of Directors shall have the power to establish a fee or schedule of fees for making fire inspection reports in addition to the assessments made for members or subscribers utilizing the examining and rating service of the Association. Such fee shall take into account the operating costs for providing such services, including general overhead and administrative expense. These fees shall be charged to those members or subscribers requesting a fire inspection report prepared.

2. **Premium Report.** Each member and subscriber shall report to the association annually on forms provided by the association its direct gross premiums, including premiums of underwriting annexes in the State of Idaho, written during the calendar year immediately preceding the association's current assessment year. Members or subscribers who have not previously transacted

business in the State of Idaho shall be subject to a minimum estimated assessment fixed by the Board of Directors from date of membership or subscribership until the first annual report required by this section is made. The assessment for the first year of operation shall then be adjusted to the actual basis provided for members and subscribers, but no return will be made to the new member or subscriber of the minimum charge provided in this section.

ARTICLE XI

MEMBERSHIP AND SUBSCRIBERSHIP AGREEMENTS

1. **Contents.** As a condition to membership or subscribership in the association each member and subscriber shall enter into a written agreement of membership or subscribership with the association, which agreement shall be in such form as has been approved by the Board of Directors and may be changed from time to time at the discretion of the board. The membership and subscribership agreements must, among other things, authorize the association to make filings on behalf of the member or subscriber, as may be required by the laws of the State of Idaho.

2. **Special Services.** Furnishing of special services, such as additional copies of rate publications, maps, etc., shall subject the members or subscribers to an additional charge to be determined by the Board of Directors, representing as nearly as possible the actual cost of such service.

3. **Duration.** All membership and subscribership agreements shall continue until terminated by written notice or expulsion pursuant to Article XIII of the By-Laws. The membership and subscribership agreements shall survive the stock or asset sale, acquisition and/or merger of any member or subscriber.

ARTICLE XII

PROPERTY RIGHTS AND LIABILITIES OF MEMBERS AND SUBSCRIBERS

1. **Property Rights and Liabilities.** No member or subscriber of the association shall have any right, title or interest in or to the assets of this association. In the event that any member or subscriber of the association shall resign or be expelled, all interest of such member or subscriber in this association or in any of its assets and property shall immediately cease and terminate; but no resignation, suspension or expulsion shall terminate or affect any liability of such member or subscriber to this association which may have theretofore accrued.

2. **Distribution of Assets.** Upon the dissolution of the Association, the assets of the Association shall be applied and distributed as follows:

A. All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

B. All assets held by the Association upon condition requiring return, transfer or conveyance, which occurs by reason of the dissolution, if any, shall be returned, transferred or conveyed in accordance with such requirement; and



C. All other assets of the Association shall be transferred to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Association, pursuant to the plan of distribution of assets adopted by the Board of Directors.

3. **Prohibition.** In no event shall the assets of the Association be distributed to the Members upon dissolution of the Association.

ARTICLE XIII

TERMINATION OF MEMBERSHIP OR SUBSCRIBERSHIP

1. **Resignation.** Any member or subscriber may resign by submitting a written notice of intention to withdraw from the association. The notice shall state the effective date of resignation shall be not less than thirty days from date of submission; and the resignation shall be effective on such date without the necessity of any acceptance.

2. **Suspension and Expulsion of Members.** The Board of Directors may inquire into any conduct on the part of a member or on the part of anyone for whose conduct a member is responsible, which might be deemed unethical or unlawful or materially adversely affecting the accomplishment of the objects and purposes of the association; and the Board of Directors may recommend to the members suspension or expulsion of a member for any act of that member or of anyone for whose conduct that member is responsible, which is unethical or unlawful or constitutes conduct materially adversely affecting the accomplishment of the objects and purpose of the association; and, upon such recommendation, with a vote of two-thirds, of the total membership vote of the association at a meeting of members, such recommendation of the Board of Directors may be adopted and the member in question suspended or expelled.

3. **Suspension and Expulsion of Subscribers.** A subscriber may be suspended or expelled by the Board of Directors by affirmative vote of a majority of the Board of Directors for failure to pay regularly levied dues, assessments or charges, or for violation of the Articles of Association, By-Laws, or rules of the association, the laws of the State of Idaho, or the provisions of its subscribership agreement.

4. **Assessment Liability.** Any member, subscriber or “in-force” business seller shall, as a condition to resignation or expulsion from the Bureau, pay to it, the regular calendar quarterly assessment in the quarter in which the resignation, expulsion or “in-force” business sale takes place, plus the full amount of one additional quarterly assessment at the rate of the quarterly assessment in which the resignation, expulsion or “in-force” sale takes place on account of services to be rendered by the Bureau for the member or subscriber subsequent to the effective date of the resignation, expulsion or “in-force” sale.



ARTICLE XIV

OWNERSHIP OF PUBLICATIONS

1. **Title to Remain in Association.** Surveys, rate books, tariffs, maps, and other publications and matters supplied by the association area and shall remain the property of the association, and title thereto shall remain vested in it. It shall be a condition of membership and of subscribership that all such publications and matters are only loaned to and held in trust by the member or subscriber during continuance of membership or of subscribership; and no payments made to the association by way of dues, assessments, charges or otherwise, shall establish a proprietary interest therein. Upon termination of membership or of subscribership, whether resignation or expulsion, the member or subscriber shall, if so requested, at once return to the association all surveys, rate books, tariffs, maps, and other publications and matter previously supplied.

ARTICLE XV

AUDIT AND FINANCIAL REPORT

1. **Annual Audit.** The books and accounts of the association shall be audited at least annually by certified public accountants to be selected by the Board of Directors. It shall be the duty of the auditors to submit to the general manager, not later than the 25th day of February, a complete report covering the previous calendar year ending December 31. This report shall be distributed to the Board of Directors and considered by them at the next board meeting.

2. **Inspection of Records.** The files and records of the association shall be open to inspection at all times by authorized representatives of the State of Idaho and United States of America.

ARTICLE XVI

CORPORATE SEAL

1. **Description.** The seal of the association shall be a circular seal with the name of the corporation and the name "IDAHO" around the border, and the words "CORPORATE SEAL" shall be in the center.

ARTICLE XVII

AMENDMENTS

1. **Procedure.** Any proposed amendment to these Bylaws having the approval of a majority of the Board of Directors shall be submitted to the membership for a vote, by mail or at an annual or special meeting. Such amendments shall be approved by a simple majority of the votes cast or a majority of the voting power, whichever is less. Not less than two weeks' written notice of the proposed amendment shall be given to all members. No amendment shall be or become effective until all applicable requirements of the laws of the State of Idaho have been complied with.



We, the undersigned, being all of the members of the Board of Directors of the Idaho Surveying and Rating Bureau, Inc., do hereby certify that the foregoing are the true, full, and correct Amended Bylaws of said corporation, duly and regularly adopted by a majority vote of the Board of Directors of the corporation, at a meeting of Directors held on the 9th day of August, 2021, and by majority vote of the Members of the corporation at the annual meeting of the Members and the corporation held on August 9, 2021.

DocuSigned by:
Karen M. Walter
BDE8D09A6C8D445...

President

DocuSigned by:
Corey R. Ries
01D636735712410...

Secretary – General Manager

[Handwritten Signature]

Vice President

DocuSigned by:
Danielle Brod
F1E45F7541CC4F6...

DocuSigned by:
Eric J. Cutler
F02D63336CAC43A...

DocuSigned by:
Shanna N. Delphi
AA4DE36782BB47E...

DocuSigned by:
Marilyn R. Ternes
07E679319990482...

Mary K. Townsend

DocuSigned by:
Brian B. White
AA63F202A6114DD...

James William



ATTEST:
Corey R. Ries,
Secretary

STATE OF IDAHO, {
County of Ada } ss.

I, Corey R. Ries, do hereby certify that I am the duly elected, qualified and acting Secretary of the Idaho Surveying and Rating Bureau, Inc., a non-profit, cooperative association organized and existing under the laws of the State of Idaho; that as such officer I have in my possession and custody the books and records of said association, including the Articles of Association and Bylaws thereof; that the foregoing document, marked "Bylaws of the Idaho Surveying and Rating Bureau, Inc.," is a true, full and correct copy of the Bylaws of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said association in Ada County, Idaho this 28th day of June, 2021.



Corey R. Ries, Secretary,
Idaho Surveying and Rating Bureau, Inc.

"CORPORATE
SEAL"



OPERATING RULES

of the

IDAHO SURVEYING AND RATING BUREAU, INC.

**OPERATING RULES
OF THE
IDAHO SURVEYING AND RATING BUREAU, INC.**

Under authority vested in the Board of Directors of the Idaho Surveying and Rating Bureau, Inc. by its Articles of Incorporation and Bylaws, the following Rules and Charges are established and fixed as of December 3, 2010 to remain in effect until augmented, modified or annulled by action of the Board of Directors.

I ASSESSMENTS

Assessments for members or subscribers will be levied quarterly to take care of the expenses of the Association for the following three months, the anticipated expenses to determine the assessment ratio, and will be based on the premium writings reported for the previous year.

II MINIMUM ASSESSMENTS

Each company or group of companies is charged a basic fee of \$500.00 per quarter, in addition to the assessment determined by the assessment ratio.

III INSURER GROUPS & FLEETS PREMIUM REPORTING

In support of Article VI of the Articles of Incorporation of the Idaho Surveying & Rating Bureau, Inc., and Article II of the Bylaws of the Idaho Surveying & Rating Bureau, Inc., each affiliate Insurer shall in the report of premium provide the premium requested for all insurers (with their NAIC number) in their group or fleet regardless of that insurer's affiliation with the Idaho Surveying & Rating Bureau, Inc. Non-affiliated insurers listed on a group or fleet premium report will automatically be affiliated without additional paperwork.

IV ELECTRONIC COPIES OF NAIC ANNUAL STATEMENT

Each insurer whether reporting as a single company or as a company group is to provide an electronic version of their annual statement filing as submitted to NAIC.

V NON-AFFILIATED INSURERS

For those insurers who choose not to affiliate with the Bureau access to ISRB material will be granted on a piece meal basis under the following condition.

Each request will be on a fee basis.

Each request will generate a separate fee.

The fee will include a service charge up to four times the basic assessment plus time and materials at the Bureau's Enhanced Report hourly rate or ISO Optional Service fees.

This applies to all requests.

Public Protection or Building Code Classifications

Specific Loss Cost Quotes

Copies of surveys, reports, diagrams or photos.

Non-affiliates will not be granted access to the non-public sections of the website

VI ELECTRONIC DISTRIBUTION

The Bureau is committed to achieving a paper free operation, all Bureau products are offered for distribution to our affiliated companies in electronic format on the Bureau website. These documents will be available based on the rules provided in Item VII and subject to the rules governing redistribution as outlined in Item VIII. Those entities that wish to receive paper copies of materials can obtain these for reasonable set fees by calling the Bureau.

VII ACCESS TO ELECTRONIC MATERIALS

Each Affiliated Insurer and their employees are entitled to full web site access. Any Producer with an Idaho Department of Insurance license and their employees are entitled to full web site access provided they report an affiliation with at least one Affiliated Company.

VIII REDISTRIBUTION

Redistribution of Bureau documents obtained electronically from the web site or in print can be freely redistributed among and within insurers in good standing. Producers can use documents obtained electronically only within their own organizations and only provide this information to insurers affiliated with the Bureau. All other redistribution of Bureau materials is strictly prohibited as stated on the website disclaimer restricting distribution unless this association grants authorization.