

BYLAWS
OF
IDAHO REGIONAL OPTICAL NETWORK, INC. (“IRON”)
AN IDAHO NONPROFIT CORPORATION

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BYLAWS
OF
IDAHO REGIONAL OPTICAL NETWORK, INC. ("IRON")

Dated January 31, 2008

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the "Board") may designate. The corporation may have such other offices, either within or without the State of Idaho as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 No Statutory Members

This corporation shall have no members. The corporation shall have associates. Associates shall be institutions of higher education, health care and non-profit research institutions and/or commercial research institutions.

2.2 Classes of Associates

The corporation may have classes of associates. The initial class of associates shall be designated as Charter Associates. The Charter Associates are Boise State University Foundation, Brigham Young University-Idaho, Idaho Hospital Association Inc, Idaho National Laboratory, State of Idaho, University of Idaho, and Washington State University. The Board may create additional classes of associates at its discretion.

2.3 Rights of Associates

Associates shall have no rights or privileges other than those which are provided for by the Board. They shall have no rights to elect or appoint directors, except as explicitly provided for in these bylaws.

2.4 Dues and Assessments

Each associate shall pay annual dues as determined from time to time by the Board. At its required annual meeting, the Board shall set annual dues for the

subsequent IRON fiscal year. Annual dues shall not become an obligation of any associate until the commencement of the fiscal year for which they are assessed and no sooner than ninety (90) days from the date of written notification of the Board's action establishing such dues.

In addition, from time to time, the Board may vote a special assessment to be paid by associates, provided that such special assessment shall not become an obligation of any associate earlier than ninety (90) days from the date the corporation notifies the associates, in writing, of the special assessment.

All votes in dues and special assessments, in order to constitute a valid and binding action of IRON, shall require an affirmative vote of not less than a majority of the number of directors then in office, including in such majority, not less than three-quarters (rounded up to the next highest whole number) of the Charter Directors (as appointed in Section 3.4.2 below) then in office.

2.5 Withdrawal by Associates

Any associate may withdraw from the corporation after giving not less than sixty (60) days' prior written notice to the President and Chief Executive Officer or chair of its election to withdraw. The corporation shall not be required to reimburse such withdrawing associate from any portion of dues, assessments, or amounts paid, nor to relieve such withdrawing associate of any obligation of such associate which has accrued on or before the effective date of such associate's withdrawal.

2.6 Termination of Association

The Board may terminate the association of any associate if such associate is more than one hundred twenty (120) days in arrears in the payment of any dues or financial obligation or breaches or violates any provision of the corporation's bylaws, policies, or procedures or any contract it has with the corporation.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Powers

3.1.1 General Corporate Powers

The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.1.2 Specific Powers

Without prejudice to their general powers, the directors shall have the power to:

(a) select and remove the officers of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these bylaws; and fix their compensation, if any.

(b) change the principal business office from one location to another; cause the corporation to be qualified to do business within or outside Idaho, and to conduct business within or without the State of Idaho; and designate any place within or outside the State of Idaho for the holding of any meeting.

(c) adopt, make, and use a corporate seal and alter the form of the seal.

(d) borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

3.2 Officers and Qualifications

The officers of the corporation shall be a President and Chief Executive Officer, one or more Vice Presidents, the Immediate Past President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Chief Executive Officer and Secretary. All officers who are not Directors shall be ex-officio members of the Board.

3.3 Number of Directors

The Board shall initially consist of six (6) Directors and at no time shall have less than five (5) nor more than nine (9) Directors, the specific number to be set by resolution of the Board and shall always be an odd number. The number of Directors may be changed from time to time, within the limitations contained in this Section 3.2, by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.4 Qualifications

All directors must be individuals as required by Idaho Nonprofit Corporation Act, Section 30-3-64. Directors shall have such other qualifications as the Board may prescribe by amendment to these bylaws.

3.5 Election of Directors

3.5.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.5.2 Appointment and Election

(a) There shall be three (3) categories of directors: Charter Directors, Outside Directors, and an Ex Officio Director. Charter Directors and Outside Directors shall have the same voting rights. The Ex Officio Director shall not be a voting member of the Board. References in any provision of these bylaws to “directors,” “members of the Board,” or the “Board” shall include Charter Directors, Outside Directors, and the Ex Officio Director.

(b) Each Charter Associate shall appoint one (1) Charter Director and an alternate.

(c) The exact number of Outside Directors shall be determined from time to time by the Board. There shall not be more than four (4) Outside Directors.

(d) Outside Directors may be elected at any meeting of the Board on the nomination of at least two (2) Charter Directors. Outside Directors shall be elected by not less than a majority of the number of voting directors then in office, at any meeting of directors, or by written consent of the Board as authorized by Section 3.4 of these bylaws.

(e) The President and Chief Executive Officer of IRON shall serve as a non-voting member of the Board in his or her *ex officio* capacity for as long as he or she holds that position (the “Ex Officio Director”).

3.5.3 Successor Directors

Successor Directors, except Charter Directors, shall be elected each year at the annual meeting of the Board. The Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of the majority of the Directors then in office.

3.6 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a two (2) year term and until the annual meeting of the Board, as the case may be, or until his or her successor is elected, whichever is later.

3.7 Resignation

Any Director may resign at any time by delivering written notice to the President and Chief Executive Officer or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any member of any committee may resign at any time by delivering written notice thereof to the President and Chief Executive Officer, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal

3.8.1 Cause

One or more Directors (including the entire Board) may be removed from office, with or without cause, by an affirmative vote of the greater of a majority of the Directors fixed by or in the manner provided in these bylaws or two-thirds (2/3) of the Directors then in office as required by Idaho Code Section 30-3-70(a).

3.8.2 Attendance

The following provisions are intended to deal with a situation when directors do not attend meetings. Attendance is defined to mean the presence of the director or designated alternate at a Board or Board committee meeting. It is the Board's intention that all directors participate actively in the conduct of the corporation's affairs. Accordingly, any director who does not attend two successive Board meetings or who misses more than three Board meetings in any twelve-month period will automatically be removed from the Board without Board resolution unless one of the following circumstances occurs:

(a) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is present or not.

(b) A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

3.8.3 Leave of Absence

The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is present or not.

3.9 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Any vacancy caused by the death, resignation, or removal of a director shall be filled pursuant to Section 3.5.2. In the event of the death, resignation, or removal of a Charter Director, the Charter Associate shall be notified and shall be requested to appoint a replacement within sixty (60) days, pursuant to Section 3.5.2.

3.10 Compensation

This intent is for Chartered Directors, Outside Directors, Ex-Officio Directors, Associates, or officers to obtain compensation for time spent on IRON participation from their employing organization, although it is recognized that there may be “out of pocket” expenses or other exceptions from time to time.

3.11 Annual Meeting

The annual meeting of the Board shall be held at such time and place designated by the Board and shall be held on or before May 1 of each calendar year. The initial annual meeting must be held within fifteen (15) months after the organization of the corporation, and each succeeding annual meeting must be held within fifteen (15) months after the preceding meeting. At each annual meeting, directors shall be appointed and any other proper business may be transacted.

3.12 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.13 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President and Chief Executive Officer or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Idaho as the place for holding any special Board or committee meeting called by them.

3.14 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee via conference telephone, electronic video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation via such equipment shall constitute presence in person at a meeting.

3.15 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Idaho designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.16 Notice of Meetings

Notice of the time and place of meetings shall be given to each director by one of the following methods: (1) by personal delivery of written notice at least forty-eight (48) hours prior to the meeting; (2) by first-class mail, postage prepaid, at least twenty-one (21) days in advance of such meeting; (3) by telephone notice, given at least twenty-one (21) day in advance, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice immediately to the director; (4) by telegram, charges prepaid, given at least twenty-one (21) days in advance of such meeting; or (5) by electronic mail (email) notice, given at least twenty-one (21) days in advance to the recipient on record with the corporation. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

3.17 Waiver of Notice

3.17.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Idaho law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.17.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.18 Quorum

A majority of the number of Directors fixed by or in the manner provided by these bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.19 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Idaho law.

3.20 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the Minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.21 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by all Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the Minutes of a Board meeting.

3.22 Adjournment

A majority of the voting Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.23 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 3.16.

ARTICLE 4. COMMITTEES

4.1 Board Committees

4.1.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Idaho law, except that no committee shall have the authority to (a) adopt, amend or repeal these bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporations' assets; (d) authorize distributions. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

4.1.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

4.1.3 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

4.1.4 Executive Committee

The Board may appoint two (2) or more voting Directors and the chair to serve as the Executive Committee of the Board. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have authority to take any of the actions referenced in Section 5.1.

4.1.5 Audit Committee

The Board shall appoint three (3) or more individuals to serve as the corporation's Audit Committee. The corporation's Audit Committee may include persons who are not directors, but may not include any member of the staff of the corporation, including without limitation the President and Chief Executive Officer or the Treasurer. If the corporation has a Finance Committee, it must be separate from the Audit Committee. Members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the corporation.

Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the corporation's independent auditor and may negotiate the independent auditor's compensation on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence, and shall approve the performance of nonaudit services by the auditing firm.

4.1.6 Committee Rules

Neither the Board nor any member of the Board may adopt rules for any committee inconsistent with the provisions of these bylaws.

4.1.7 Advisory Committee

The Board may appoint committees to advise the Board on matters relating to the Board's activities. The members on such Advisory Committees need not all be directors of the corporation. The Board shall determine the activity and composition of such committees, and the terms of office of committee members. The corporation shall have three initial Advisory Committees: the "Technical Advisory Committee," the "Business Advisory Committee," and the "Academic Advisory Committee."

ARTICLE 5. OFFICERS

5.1 Number and Qualifications

The officers of the corporation shall be a President and Chief Executive Officer, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Chief Executive Officer and Secretary. All officers who are not Directors shall be ex-officio members of the Board.

5.2 Election and Term of Office

The officers shall consist of a President and Chief Executive Officer, vice-president, secretary, and treasurer. The President and Chief Executive Officer shall serve for one (1) year. The vice-president is the president/elect and shall be elected by the full membership at the first meeting of each calendar year to serve for two (2) years (one year as vice-president and one year as president). The secretary and treasurer shall be elected by the full membership at the first meeting of each calendar year to serve two (2) years. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

5.3 Subordinate Officers

The Board may appoint, and may authorize the President and Chief Executive Officer or any other officer to appoint, any other officers that the corporation may

require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

5.4 Resignation

Any officer may resign at any time by delivering written notice to the President and Chief Executive Officer, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors fixed by or in the manner provided by these Bylaws whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.6 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.7 Responsibilities of Officers

5.7.1 President and Chief Executive Officer

The President and Chief Executive Officer shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all the assets, business and affairs of the corporation. The President and Chief Executive Officer shall preside over meetings of the associates and the Board. The President and Chief Executive Officer may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President and Chief Executive Officer shall perform all duties incident to the office of President and Chief Executive Officer and such other duties as from time to time may be assigned to him or her by the Board.

5.7.2 Vice Presidents

In the event of the death of the President and Chief Executive Officer or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President and Chief Executive Officer) shall perform the duties of the President and Chief Executive Officer, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President and Chief Executive Officer. Vice Presidents shall have, to the extent authorized by the President and Chief Executive Officer or the Board, the same powers as the President and Chief Executive Officer to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President and Chief Executive Officer or the Board.

5.7.3 Secretary

The Secretary shall (a) keep the minutes of meetings of the members and the Board and any minutes that may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President and Chief Executive Officer, or other officer authorized by the President and Chief Executive Officer or the Board, deeds, mortgages, bonds, contracts or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President and Chief Executive Officer or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

5.7.4 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws; and (c) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President and Chief Executive Officer or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

5.8 Compensation

The compensation of the officers and agents shall be as fixed from time to time by the Board or by any person to whom the Board has delegated such authority. The amount of compensation paid to any officer shall not exceed that which is reasonable and necessary to carry out the exempt purposes of the corporation. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

ARTICLE 6. ADMINISTRATIVE AND FINANCIAL PROVISIONS

6.1 Conflict of Interest

It is in the best interest of the corporation that its officers, members of its Board of Directors and its staff avoid activity, which is in conflict with the program, purposes and financial interests of the corporation.

Accordingly, no officer, Director or staff will serve on a committee of the Board when its duties include responsibility for planning, execution or oversight of the corporation's activities concerning contracts for services or goods, investment or control of investments; or acquisition, sale or improvement of assets, if the officer or member of the Board or staff, or their spouse, is employed by or holds a position of control in the agency, organization or business dealing with the corporation in such activity.

When, at any Board meeting, a conflict of interest appears to exist between the said interests of any officer or member of the Board or staff, in connection with a matter under consideration, the said officer or member of the Board or staff will declare such apparent conflict and propose to abstain from voting. The Board at that meeting will then determine if such conflict requires the Board member to not vote on the issue being considered.

6.2 Loans to Directors and Officers

The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Attorney General of the State of Idaho; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or office, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the corporation and such director or officer accounts to the corporation for such advance. The foregoing is not intended to prohibit the

corporation from making a loan to a compensated officer as part of that officer's reasonable compensation, to the extent permitted by applicable law.

6.3 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

6.4 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and as permitted by Idaho law, in particular Idaho Code Section 30-3-82, as may be amended. Such authority may be general or confined to specific instances.

6.5 Loans or Extensions of Credit to Directors and Officers

No loans shall be made by and no credit shall be extended by the corporation to its Directors or officers.

6.6 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the IRON shall be signed by the treasurer and one other officer of the IRON and as determined by resolution of the Board. In the event the treasurer is ill or unavailable, the President and Chief Executive Officer is authorized to sign in his/her absence. Two signatures are required except for routine and/or miscellaneous administrative expenditures less than \$500 per expenditure. Disbursements greater than \$50,000 must have prior written approval of the Board. All expenditures will be reviewed at least quarterly by the IRON auditor and the Board of Directors. The Bank of Record for IRON shall be Wells Fargo, with branches in Boise, Idaho Falls, and Moscow.

6.7 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

6.8 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and these Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

6.9 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation and the state and year of its incorporation.

6.10 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the 12 months ending December 31.

6.11 Accounting and Reports

The Board shall make a report annually of its administration of the corporation. Except as otherwise required by law, the Board may, but need not, publish the same in an appropriate newspaper in the State of Idaho or distribute copies to interested persons, to community service organizations, and to religious, educational, artistic, medical, welfare, and other similar charitable organizations. The Board shall comply with the provisions of the Code and the Idaho Non-profit Corporation Act, in particular Section 30-3-136 to the extent required.

6.12 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure (new rev.), so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or any resolution of the Board.

6.13 Inspection by Directors

Every Director and/or his or her agent or attorney shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and

the physical properties of the corporation. This right of inspection includes the right to copy and make extracts of documents.

ARTICLE 7. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

7.1 Definitions

For Purposes of this section:

1. "Agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation;

2. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

3. "Expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this section.

7.2. Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 6.3 and 6.5 of this Article 6 shall determine whether the agent is entitled to indemnification.

7.3. Actions Brought By Persons Other Than the Corporation

Subject to the required findings to be made pursuant to Section 6.5 of this Article 6, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in a self-dealing transaction as defined in Idaho Code, or

by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

7.4. Action Brought by or on Behalf of the Corporation

7.4.1 Claims Settled Out of Court

If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defense against the proceeding.

7.4.2 Claims and Suits Awarded Against Agent

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the corporation by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

7.4.3 Determination of Good Faith

The determination of good faith conduct required by Section 7.5 of this Article 7, is made in the manner provided for therein; and

7.4.4 Indemnity

Upon application, the court in which the action was brought determines that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

7.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 7.4.4 and 7.7 of this Article 7 is conditioned on the following:

7.5.1 Required Standard of Conduct

The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to have been in the best interest of the corporation, and (in the case of a criminal proceeding) without reasonable cause to believe such conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

7.5.2 Manner of Determination of Good Faith Conduct

The determination that the agent did act in a manner complying with Section 7.5.1 of this Article 7 must be made by:

(a) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) The court in which the proceeding is or was pending upon application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

7.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.

7.7 Limitations

No indemnification or advance shall be made under this section, except as provided in Sections 7.4.4 or 7.7 of this Article 7, in any circumstance when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.8 Contractual Rights of Nondirectors and Nonofficers

Nothing contained in this section shall diminish any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

7.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this section, except for a liability based upon a self-dealing transaction within the meaning of Idaho Code.

7.10 Fiduciaries of a Corporate Employee Benefit Plan

This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 6.1.1 of this Article 6. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws or by the written consent of each of the Directors.

The foregoing Bylaws were adopted by the Board on January 31, 2008.

Section 6.6 was amended by the Board on July 23, 2008.

Section 2.2 and 3.2 was amended by the Board on Oct 22, 2008.

A handwritten signature in cursive script that reads "Stacey Carson". The signature is written in dark ink on a light-colored background.

IRON, Secretary
