

4/2018

**BY-LAWS  
FOR  
ALEXANDRIA HOMEOWNERS ASSOCIATION INCORPORATED**

These By-Laws for Alexandria Homeowners Association Incorporated, an Idaho Nonprofit Corporation, are hereby promulgated as the official By-Laws of the Association.

**ARTICLE I  
Definitions**

The following terms used in these By-Laws shall be defined as follows:

- Articles:** The Articles of Incorporation of Alexandria Homeowners Incorporated, including any amendments thereto duly adopted.
- Assessments:** Payments required of Members of the Association, including Regular, Special or Limited Assessments as provided in the Declaration.
- Association:** Alexandria Homeowners Association Incorporated, an Idaho non-profit corporation.
- Board:** The duly elected and qualified Board of Directors of the Association.
- By-Laws:** These By-Laws of the Association, including any amendments thereto duly adopted.
- Common Area:** All real property within the Subdivision in which the Association owns an interest or controls and which is held or controlled for the common use and enjoyment of all of its Members, including any recreational facilities and other improvements thereon. Unless a different meaning is implied in the use of the term "Common Area," it shall include any other area or improvement in the Subdivision which, pursuant to the provisions of the Master Declaration, is either required or permitted to be maintained by the Association.
- Declaration:** The Declaration of Covenants, Conditions, and Restrictions for Alexandria Subdivision, including any amendments thereto duly adopted and recorded, which Declaration is made a part of these Articles of Incorporation as if set out herein in full.
- Director:** A duly elected and qualified member of the Board of Directors of the Association.
- Lot:** A portion of Alexandria Subdivision which is subject to the Declaration, which is a legally described tract or parcel of real property within the Subdivision and subject to Assessments by the Association, and the Owner of which is a Member of the Association.
- Member:** Any person who is an Owner of a Lot within the Subdivision which is subject to the Declaration.
- Owner:** A person or persons or other legal entity or entities holding fee simple title to any real property in the Subdivision covered by the Declaration, and including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, but including any holder of a Mortgage or beneficiary under a Deed of Trust or other security holder in actual possession of any real property as a result of foreclosure or otherwise, and any person taking title through such security holder, by purchase at foreclosure sale or otherwise.
- Subdivision:** The whole of the real property described in the Declaration which was platted under the name "Alexandria Subdivision."

**ARTICLE II**  
**Principal Office**

The principal office and mailing address of the Association is PO Box 1255 - Eagle, ID 83616.

**ARTICLE III**  
**Meeting of Members**

Section 3.01 Place of Meeting. The Board of Directors may designate any place within Ada County, State of Idaho, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 3.02 Annual Meeting. The annual meetings of the Members for the election of a Director(s) and for the transaction of such other business as may properly come before the meeting shall be held each year in January, or on such other date/time following the end of the fiscal year of the Association as may be established by the Board of Directors.

Section 3.03 Notice of Annual Meeting. At least ten (10) days and no more than thirty (30) days prior to the date of the annual meeting, written notice stating the place, day and hour of the meeting shall be provided either personally or by mail, by or at the direction of the Board of Directors or other person calling the meeting, to each Member who, fifteen (15) days prior to the date of said annual meeting appears of record in the books of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first class postage prepaid, addressed to the Member at such Member's address as it appears on the membership books of the Association or to such other last known address of which the Association may have notice.

Section 3.04 Waiver of Notice. Notice of all meetings of Members shall be given to all members entitled to vote at such meetings in the manner provided herein, but such notice may be waived either before or after the holding of a meeting.

Section 3.05 Deferred Annual Meeting. If for any reason the annual meeting of the Members cannot be held as provided herein, such annual meeting shall be called by the President, or by the Board, as soon as it is convenient. In the event the Board fails to call the annual meeting, any Member may make a demand in writing by registered mail addressed to an officer of the Association that such meeting be held within a reasonable time. If the annual meeting is not called within sixty (60) days following such written demand, any Member may compel the holding of such annual meeting by legal action directed against the Board as provided by law.

Section 3.06 Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise provided by statute, may be called by the President, by the Board of Directors or by the Members holding not less than ten percent (10%) of the votes entitled to be cast at such a meeting..

Section 3.07 Notice of Special Meeting. At least ten (10) days and no more than thirty (30) days prior to the date of the special meeting, written notice stating the place, day, hour and the purpose or purposes for which the meeting is called shall be provided either personally or by mail, by or at the direction of the Board of Directors or other person calling the meeting, to each Member who, fifteen (15) days prior to the date of said annual meeting appears of record in the books of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first class postage prepaid, addressed to the Member at such Member's address as it appears on the membership books of the Association or to such other last known address of which the Association may have notice.

Section 3.08 Quorum. Except as otherwise provided in these By-Laws, the Articles, or the Declaration, the presence in person or by proxy of the Members representing at least fifty-one percent (51%) of the total votes of the Association shall constitute a quorum. The Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If any meeting cannot be held because a quorum is not present, the Members present may adjourn the meeting to any time thereafter, but not more than thirty (30) days from the time the original meeting was scheduled, without notice other than announcement at the meeting. At such second meeting, the presence of any Members, in person or by proxy,



shall constitute a quorum. Proxies provided by Members for a noticed meeting of the Association shall continue in force and effect for an adjourned and reconvened meeting unless withdrawn in writing by the Member. Except as otherwise provided in the Declaration, decisions and resolutions of the Association shall require an affirmative vote of the Members representing a majority of the total voting power present at an annual or special meeting of the Association at which a quorum is present.

Section 3.09 Voting Rights.

- a. Members of Record. The Members entitled to receive notice of and to vote at any meeting of the Members shall be determined from the Association's records at the time notice is mailed but not earlier than ten (10) days prior to the last day notice may properly be mailed.
- b. Voting Rights. Each Member of the Association shall be entitled to one (1) vote in person or by proxy for each Lot owned by said Member. Except in cases in which it is otherwise provided by law, the Articles of Incorporation, the Declaration, or these By-Laws, a majority of the votes cast shall be required for the election of Directors and/or for the passage of any measure by the Members.
- c. Suspension of Voting Rights. The Association, acting through the Board of Directors, shall have the right to suspend the voting rights of any Member for any period during which any assessment against a Lot owned by said Member remains unpaid.
- d. Proxies. Every Member entitled to vote or to execute any waiver or consent may do so in person or by written proxy duly executed and filed with the Secretary or Manager of the Association prior to the date, as determined by the Board of Directors, of the meeting of the Members.

Section 3.10 No Cumulative Voting. At each election for the persons to serve on the Board of Directors of the Association, every Member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of votes to which he/she is entitled for as many persons as there are Directors to be elected and for whose election he/she has a right to vote. However, cumulative voting is not authorized or permitted. (For illustration only, a Member and owner of one (1) Lot, would be entitled to cast one (1) vote for each Director to be elected. If three (3) Directors were to be elected at the meeting, that Member would be entitled to cast three (3) votes. However, the Member could not cast more than one (1) vote for any one (1) person standing for election to the Board of Directors.)

Section 3.11 Temporary Adjournment. An annual or special meeting of the Members may adjourn from time to time until its business is completed without new notice being given. Such meeting may adjourn from time to time, without further notice, if there is not present a quorum of Members, in person or by proxy. The fact of and reason for such adjournment shall be recorded in the minutes of the proceedings of the meeting.

Section 3.12 Proceedings of the Meeting. The presiding officer of a meeting of the Members shall be the President of the Association, or in his/her absence the Vice-President, or in the absence of both the President and Vice-President, a member of the Board of Directors. In the absence of all members of the Board of Directors, a chairman elected by the Members present at the meeting shall preside. The Secretary of the Association, or in his/her absence, any person appointed by the presiding officer of the meeting, shall act as Secretary of a meeting of the Members.

Section 3.13 Action Taken Without a Meeting. Any action which, under any provisions of the Articles of Incorporation or these By-Laws may be taken at a meeting of the Members without a meeting if authorized by a written instrument signed by all of the Members who would be entitled to notice of a meeting for such purposes. Whenever a certificate in respect to such action is required by law to be filed in the office of the Ada County Recorder or in the office of the Secretary of State of Idaho, the officer signing the same shall therein state that the action was authorized in the manner set out above.

Section 3.14 Records. Records of the proceedings of meetings of Members shall be kept at the registered office of the Association.



**ARTICLE IV**  
**Board of Directors**

Section 4.01 Number and Qualifications. The number of directors' authorized is three (3). The authorized number of directors of the Association may be no less than 3 and no more than 5, and may be fixed or changed from time to time, within the minimum and maximum, by the Members of the Board of Directors. No decrease in the number of directors constituting the Board of Directors may shorten the remaining term of an incumbent Director. A Director need not be a Member of the Association unless so required by the Articles of Incorporation.

Section 4.02 Elections - Term of Office. At the first annual meeting the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter, the Members shall elect one (1) Director for a term of three (3) years. Each Director so elected shall hold office for the term elected and until his/her successor is elected and qualified.

If for any reason the Directors are not elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the members called for that purpose in the manner provided by these By-Laws or by law.

Directors may be removed from office, with or without cause, by a vote of not less than two-thirds (2/3) of the Members entitled to vote at any special membership meeting called for such purpose.

Section 4.03 Nominations. Nominations for election to the Board of Directors shall be made in writing in advance of the Annual Meeting. At the discretion of the Board, additional nominations may be accepted from the floor at the Annual Meeting.

Section 4.04 Vacancies. Vacancies in the Board of Directors resulting from death, resignation, or removal from office of a director, shall be filled by a majority vote of the remaining directors. Any person so appointed to fill a vacancy shall serve until the next annual membership meeting, and until his or her successor has been duly elected and qualified.

Section 4.05 Meetings. Meetings of the Board of Directors shall be held as determined by the Board of Directors. The time and place of such meetings shall be designated by resolution or consent of a majority of members of the Board. Meetings of the Board of Directors may be called at any time and for any purpose by the President or Vice-President, or by any two (2) Directors.

Notice of any special meeting shall be given at least three (3) days prior to the time set for such meeting by written notice delivered personally or mailed to each Director or by electronic mail. Any Director may waive notice of any meeting. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice or waiver of notice of the meeting.

A simple majority of the directors shall constitute a quorum for the transaction of regular business at any meeting of the Board of Directors.

Section 4.06 Action Taken Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent to such action is signed by all of the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 4.07 Adjournment. A quorum of Directors may adjourn any meeting of the Board of Directors to meet again at a stated day and hour; provided, that in the absence of a quorum, a majority of the Directors present at the meeting, either general or special, may adjourn from time to time until a quorum shall be present and prior to the time fixed for the next regular meeting of the Board of Directors.



Section 4.08 General Powers and Duties. The Board has the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law, the Declaration or by these By-Laws directed to be exercised and done exclusively by the Owners, Members and/or Declarant.

Section 4.09 Specific Powers and Duties. Without prejudice to such foregoing general powers and duties, and such powers and duties as set forth in the Declaration, the Board is vested with, and responsible for, the following powers and duties:

- a. To select, appoint and remove all officers, agents, and employees of the Association; to prescribe such powers and duties for them as may be consistent with law, with the Articles, the Declaration, and these By-Laws; to fix their compensation, if any; and to require from them security for faithful service when deemed advisable by the Board;
- b. To conduct, manage and control the affairs and business of the Association, and to make and enforce such rules and regulations therefore consistent with law, with the Articles, the Declaration, and these By-Laws, as the Board may deem necessary or advisable;
- c. To change the principal office for the transaction of the business of the Association from one location to another within the County of Ada, State of Idaho, as provided in Section 1.1 hereof; to designate any place within said County for the holding of any annual or special meeting of the Association consistent with the provisions hereof;
- d. To borrow money and to incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore; subject, however, to the limitations set forth in the Articles and the Declaration;
- e. To fix and levy from time to time assessments upon the Owners on behalf of itself and the Association, as provided in the Declaration; to determine and fix the due date for the payment of such assessments, and the date upon which the same shall become delinquent; provided, however, that such assessments shall be fixed and levied only to provide for the payment of the expenses of the Association, and of the taxes and assessments upon real or personal property owned, leased, controlled or occupied by the Association, or for the payment of expenses for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement or development of such property or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Association for the general benefit and welfare of the Owners and/or Members, in accordance with the provisions of the Declaration. The Board is hereby authorized to incur any and all such expenditures for any of the foregoing purposes and to provide, or cause to be provided adequate reserves for replacements as the Board shall deem to be necessary or advisable in the interest of the Association or for the welfare of the Owners and/or Members. The funds collected by the Board from the Owners, attributable for replacement reserves, for maintenance recurring less frequently than annually, and for capital improvements, shall at all times be held in trust for the Owners and shall not be commingled with other assessments collected from the Owners. Such assessments shall be fixed in accordance with the provisions of the Declaration. Should any Owner fail to pay such assessments before delinquency, the Board in its discretion, is authorized to enforce the payment of such delinquent assessments as provided in the Declaration;
- f. To enforce the provisions of the Declaration, the Articles, these By-Laws or other agreements of the Association;
- g. To contract for and pay for, directors and officers, casualty, blanket, liability, malicious mischief, vandalism and other insurance, insuring the Owners, the Association, the Board and other interested parties, in accordance with the provisions of the Declaration, covering and protecting against such damages or injuries as the Board deems advisable, which may include without limitation, medical expenses of persons injured on



the Common Area and/or the Maintenance Property, and to bond the agents and employees of any management body, if deemed advisable by the Board;

To operate, maintain and otherwise manage or provide for the operation, maintenance and management of the Common Area and/or the Maintenance Property, if any, and to contract for and pay maintenance, gardening, utilities, materials and supplies, and services relating to the Common Area and/or the Maintenance Property, if any, and to employ personnel necessary for the operation of the Common Area and/or the Maintenance Property, if any, including legal and accounting services, and to contract for and pay for improvements and any recreational facilities on the Common Area and/or the Maintenance Property;

- h. To grant easements where necessary for utilities and sewer facilities over the Common Area and/or the Maintenance Property to serve the Property;
- i. To fix, determine and name from time to time, if necessary or advisable, the public agency, fund, foundation or corporation which is then or there organized or operated for charitable purposes, to which the assets of this Association may be distributed upon liquidation or dissolution according to the Articles unless such assets shall be distributed to Owners of Lots as more particularly provided in the Articles. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association, and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts;
- j. To adopt, amend, and repeal by majority vote of the Board, rules and regulations as to the Association deemed reasonable and necessary; and
- k. To pay all real and personal property taxes and assessments levied against the Common Area and/or the Maintenance Property owned or managed by the Association.

Section 4.10 Compensation. Directors shall not receive any salary or other compensation for their services as Directors but, by resolution of the Board, the expenses incurred in the performance of their duties may be allowed. This provision shall not be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services. All Directors, Officers, Committee Members, etc. being members of the Association must always pay all assessments as written in the CC&R's.

## **ARTICLE V**

### **Officers**

Section 5.01 Designated Officers. The officers of the corporation could consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. There must always be a President and Secretary. The Secretary could also be the Secretary/Treasurer. The President can only be the President. The Board of Directors or the President may appoint such other officers or assistant officers as may be deemed necessary or advisable. The same individual may simultaneously hold more than one office.

Section 5.02 Term. Each officer shall hold office at the pleasure of the Board of Directors or until death, resignation or removal. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. Any officer or agent of the Association may be removed by resolution of the Board of Directors passed by majority vote at any meeting of the Directors.

Section 5.03 Election of Officers. The Board of Directors shall choose officers by election annually at the first meeting following the annual meeting of Members. Each officer shall hold office until his/her successor shall have been duly elected and qualified or until such officer leaves office pursuant to other provisions herein.

Section 5.04 Vacancies. A vacancy in any office from whatever cause may be filled for the remainder of the officer's term at any regular or special meeting of the Board of Directors.



Section 5.05 Powers and Duties of Officers.

- a. President: The President shall be the chief executive officer of the Association, and shall have general supervision of the performance of all business policies adopted and approved by the Board of Directors. He shall be the general managing officer of the operations of the Association. The President shall preside at all meetings of the Members and of the Board of Directors and see that all orders and resolutions of the board are carried into effect; subject, however, to the right of the board to delegate to any other officer or officers of the corporation any specific powers, other than those that may be by law conferred only upon the President. The President shall execute in the name of the Association, with attestation of the Secretary, all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors, except in cases where the execution thereof shall be expressly delegated by the board to some other officer or agent of the corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of the President of corporations. He shall have authority to employ, designate duties and supervise the activities of all employees of the Association and shall have ultimate authority to discharge any employee of the Association.
- b. Vice-President: A Vice-President shall perform the duties and exercise the powers of the President in case of the President's illness, disability or temporary absence from the office of the corporation and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors or the President. In addition, the Vice-President shall be directly responsible to the President and shall have such authority and perform such duties as shall be assigned to him/her by the President or by the Board of Directors.
- c. Secretary: The Secretary shall attend all sessions of the board and all meetings of members and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary and/or Manager shall give, or cause to be given, notice of meetings of the members and of the Board of Directors when notice is required to be given under these by-laws or any resolution of the board. The Secretary shall in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.
- d. Treasurer: The Treasurer and/or Manager shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such banks and depositories as may be designated by the Board of Directors. The Treasurer and/or Manager shall disburse the funds of the Association as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the board, and whenever they may require, accounts of all transactions as Treasurer and of the financial condition of the company.

The Treasurer and/or Manager shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed from time to time by the Board of Directors of the President. The office of Treasurer may be filled by the same person as the person holding the office of Secretary.

**ARTICLE VI**  
**Committees**

Section 6.01 Committees. The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration and these By-Laws. In addition, the Board of Directors shall appoint other committees as it shall in its discretion deem appropriate to carry out the business and purposes of the Association.



**ARTICLE VII**  
**Contracts, Loans, Checks and Deposits**

Section 7.01 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 7.02 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness issued in its name unless authorized by the Board of Directors and designated and confined to a specific purpose and instance.

Section 7.03 Checks. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Directors of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors. At no time can signature be handed over to any other person or group other than the Board of Directors.

Section 7.04 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies and other depositories as the Board of Directors may select.

**ARTICLE VIII**  
**Assessments and Fees**

Section 8.01 Assessments. All Owners are obligated to pay all assessments levied by the Association to meet all expenses of the Association, which may include, without limitation, a liability insurance policy premium and/or directors and officer's liability insurance policy premium. The assessments shall be made equally per Lot for all Members of the Association and all Members shall be obligated to pay such assessment. All delinquent assessments shall be enforced, collected or foreclosed in the manner provided in the Declaration.

Section 8.02 Owner's Liability for Damage to Common Areas. Each Lot Owner shall be fully liable for any damage to any Common Area that is the result of the negligence or willful misconduct of the Owner, such Owner's resident tenant or contract purchaser, or such Owner's family and guests, whether minor or adult. In the case of joint ownership of a Building Lot, the liability of such Owners shall be joint and several. The cost of correcting such damage shall be a Limited Assessment against the Building Lot and may be collected as provided herein for the collection of other Assessments.

Section 8.03 Power to Assess and Record Lien for Penalty Fees for CC&R Violations. The Association is hereby vested with the right and power to enforce all of the provisions of the CC&R's and the Architectural Controls and these By-Laws by imposing a monetary penalty, not to exceed the sum of \$100 per day, against an owner who has caused or permitted a violation of any of the restrictions, conditions, or covenants. The penalty shall accrue for so long as the violation remains uncorrected or unabated. The Association may record a lien to enforce payment of the penalty if the amount of the penalty is \$250.00 or more.

Section 8.04 Assessment Due Dates/Interest. All assessments shall be due in cash, personal check, money order, or cashier check as of the date set forth in the notice of assessment mailed to the Member. Assessments not paid by an Owner by the invoice due date shall incur a late fee of \$25.00 per month, and shall bear interest at the rate of 18% per annum from each assessment's due date.

Section 8.05 Transfer Fees. Upon each transfer of ownership to any Lot in the subdivision each Buyer and/or Owner shall pay the Association a special transfer assessment which shall be used to defray the costs incurred in setting up a new Owner account for Association bookkeeping purposes, and for general Association purposes. The amount of the special assessment is currently set at Two Hundred Fifty (\$250.00) Dollars. The Board of Directors of the Association shall have the power to increase or decrease that amount from time to time.



Section 8.06 CC&R Enforcement by Legal Action.

- a. Injunctive Relief. The Association may, in its own name, on its own behalf, or on behalf of any Owner or Owners who consent thereto, commence and maintain actions and suits to restrain and enjoin any breach or threatened breach of covenants set forth in the CC&R's, including enforcement of By-Laws, and Association Rules adopted pursuant to the CC&R's, and to enforce by mandatory injunction or otherwise all provisions hereof.
- b. Actions for Damages. The Association may commence and maintain actions and suits to collect all assessments and penalty fees levied or assessed by the Board of Directors for dues, violations of the terms of the CC&R's, By-Laws, and Association Rules and for all damages, costs, expenses, liabilities and losses incurred by the Association resulting from an Owner's violation of the CC&R's, By-Laws and Association Rules. These costs and expenses include costs incurred by the Association for its Association Manager's services in collecting such assessments and penalty fees, and in appearing as the representative of the Association in Court proceedings, as well as reasonable attorney fees incurred by the Association. The Association shall be entitled to recover all such fees and costs in addition to the other amounts owed by the Member necessitating such legal action.

Section 8.07 Reserve Account. Establish and fund reserve accounts with a reputable banking institution or savings and loan Association or title insurance company authorized to do business in the State of Idaho, which reserve account shall be dedicated to the costs of repair, replacement, and maintenance and improvement of the Common Areas.

**ARTICLE IX**  
**Transfer of Membership**

Section 9.01 Transfer of Membership. The membership in the Association shall be appurtenant to the Lot owned by the member and shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said Lot shall automatically transfer said membership to the new owner thereof.

**ARTICLE X**  
**Amendments**

Section 10.01 Amendments. The Board of Directors shall have the right to make and amend By-Laws for the Association, in accordance with the provisions of Title 30, Chapter 11, Idaho Code, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation or the Declaration, for the government of the affairs of the Association and the management of its properties.

Section 10.02 Repeal, Amend, Creation of New By-Laws. The By-Laws of the Association may be repealed, amended and new By-Laws enacted as follows:

By the majority vote of Members present at any regular meeting of the Members of the Association or at any special meeting at which the intention to so repeal, amend or adopt new By-Laws is stated in the Notice calling the Meeting; or by a two-thirds (2/3) vote of the members of the Board of Directors at any regular meeting of the Board or at a special meeting of the Board called for that purpose.

**ARTICLE XI**  
**General Provisions**

Section 11.01 Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.



Section 11.02 Suspension of Rights. The rights of a Member may be suspended by the Board of Directors for a Member's failure to pay Assessments and Fees as required by the Declaration, the Articles of Incorporation and/or these By-Laws, and/or for failure to remedy one or more violations of the Covenants, By-Laws, or Rules and Regulations of the Association. The loss of such rights shall not relieve a Member of the obligation to pay any of the Assessments properly levied by the Association. Restoration of full rights of membership must meet the conditions prescribed by the Board which may include payment of all amounts due the Association, execution and delivery of covenants and/or other security to ensure that future violations will not occur and any other terms and conditions reasonably imposed by the Board.

Section 11.03 Taxation of Real Property. The Association and the Owners shall make every reasonable effort to have each Lot subjected to its own individual real property tax. The real property taxes relating to the Common Areas owned or under the control of the Association shall be assessed against said property and shall be the sole responsibility of the Association.

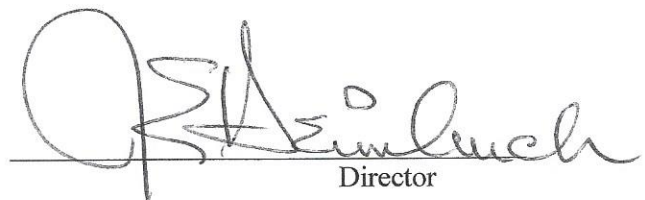
Section 11.04 Rules, Regulations and Standards. The Board shall have the power to promulgate rules, regulations and standards for its own governance, to aid and assist the Board and its committees in the carrying out of duties and to set standards of design, construction, maintenance, etc., the rules of conduct of Owners and occupants and Members of the Association.

Section 11.05 Books and Records. The Association shall keep at its registered office records of proceedings of the Members and of the Board of Directors, a register giving the names of the Members and showing their respective last known addresses and the date on which they acquired membership and a set of the By-Laws of the Association.

In accordance with Chapter 30 IDAHO NONPROFIT CORPORATION ACT (Idaho Statute 30-30-1102, Inspection of Records by Members) each Member shall have a right to examine in person or by agent or attorney at any reasonable time or times, for any reasonable purpose, as determined by the Board, any and all of the books and records of the Association and to make extracts there from.

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Board of Directors of the Association, have approved the foregoing By-Laws of the Association and have hereunto set their hands as of the 25 day of APRIL, 2018.

  
Director

  
Director

  
Director