

Amended and Restated By-Laws of
Warm Springs Hollow Homeowners Association, Inc.

April 10, 2006

BY-LAWS
of Warm Springs Hollow Homeowners Association, Inc.
Amended and Restated as of April 10, 2006

Article I
Name and Location

The name of the Association is Warm Springs Hollow Homeowners Association, Inc. The principal office of the corporation shall be located at 6128 Fairview Avenue, Boise, Idaho 83704. Meetings of members and directors may be held at such locations as the Board of Directors shall designate.

Article II
Purpose

The purpose of the Association shall be to provide for maintenance, preservation and architectural control of the residence Lots and the Common Area within the Property.

Article III
Definitions

- 3.1 *Association* Association shall mean Warm Springs Hollow Homeowners Association, Inc., an Idaho non-profit corporation, its successors and assigns.
- 3.2 *Assessments* Assessments shall mean those payments required of Owners and Association Members including Regular, Special and Capital Reserve Assessments of the Association.
- 3.3 *Association Rules* Association Rules shall mean those rules and regulations promulgated by the Association governing conduct upon the use of the Property under the jurisdiction or control of the association, the imposition of fines and forfeitures for violation of Association Rules and Regulations as printed in the current Owner's Handbook, and procedural matters for use in the conduct of business of the Association.
- 3.4 *Board* Board shall mean the Board of Directors of the Association.
- 3.5 *Building Lot* Building Lot shall mean and refer to any plot of land showing upon any recorded plat of the Property with the exception of Common Area.

- 3.6 *Common Area* Common Area shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
- 3.7 *Declaration and Supplemental Declaration* Declaration and Supplemental Declaration shall refer to the Declaration of Covenants, Conditions, and Restrictions for Warm Springs Hollow Subdivision as amended and supplemented from time to time.
- 3.8 *Improvement* Improvement shall mean any structure, facility, or system or other improvement or object, whether permanent or temporary, which is erected, constructed or placed upon, under or in any portion of the Property, including but not limited to buildings, fences, streets, drives, driveways, sidewalks, curbs, landscaping, signs, lights, mailboxes, electrical lines, pipes, pumps, ditches, waterways, swimming pools, and other recreational facilities and fixtures of any kind whatsoever.
- 3.9 *Lot* Lot shall mean one or more lots in the Plat that is designated for use as a private single family residence use and for no other use.
- 3.10 *Member* Member shall mean each person or entity that is a holder of an equitable interest in the association because of ownership of a Lot.
- 3.11 *Owner* Owner shall mean each person or entity that owns a Lot.
- 3.12 *Plat* Plat shall mean the official recorded map of Warm Springs Hollow Subdivision as recorded in the office of the Ada County Recorder.
- 3.13 *Property* Property shall mean all of the land described by the Plat of Warm Springs Hollow Subdivision including both Owner Lots and Common Areas.

Article IV Meeting of Members

- 4.1 *Annual Meeting* The annual meeting of the members shall be held at a date, time, and place to be determined by the Board.
- 4.2 *Special Meeting* Special meetings of the members may be called at any time by the President or by the Board, or upon written request of the members who are entitled to vote one-fourth of all the votes.
- 4.3 *Notice of Meetings* Written notice of each meeting of the members shall be given by mailing a copy of a notice at least 30 days, but not more than 60 days before the meeting to each member entitled to vote, addressed to the member's

address last appearing on the books of the Association. The notice shall specify the place, date, time, and purpose of the meeting and, with respect to the Annual Meeting, the proposed amount of the annual assessment for the fiscal year.

- 4.4 *Quorum* The presence at any meeting of members entitled to cast, or of proxies entitled to cast, fifty percent of the votes of the voting membership shall constitute a quorum for any action.
- 4.5 *Proxies* At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease at the end of the meeting for which it was granted or upon conveyance of ownership of property by an owner.
- 4.6 *Robert's Rules of Order* All meetings of members and all meetings of the board of directors shall be conducted according to Robert's Rules of Order.

Article V Board of Directors

- 5.1 *Number* The affairs of the Association shall be managed by a Board of at least three and not more than nine individuals.
- 5.2 *Term of Office* Board members shall be elected for a term of three consecutive years. A board member may serve more than one term but not more than two consecutive terms. Terms will be staggered by electing one third of the directors each year.
- 5.3 *Vacancy* In the event of death or resignation, a successor may be appointed by the remaining members of the Board and shall serve the remainder of the term of the director who died or resigned.
- 5.4 *Removal* A board member who misses three successive board meeting may be removed from office by the remaining board members. A board member may be removed for cause by majority vote of members at a special meeting called for this purpose.
- 5.5 *Compensation* Directors shall receive no compensation of any kind for service rendered to the Association in their capacity as directors. A director may receive reimbursement for actual expenses incurred, not to exceed \$300, in the performance of duties as a director. Said expenses must be approved before the expenditure by the President or the Treasurer. Neither board members nor

Warm Springs Hollow Homeowners Association Members shall be employees of or contractors to the Association.

Article VI
Nomination and Election of Directors

- 6.1 *Nomination* Nominations shall be made by a nominating committee appointed by the Board and the names of the nominees shall be part of the notice of the annual meeting given in accordance with Section 4.3. Nominations also may be made by any Member from the floor at the annual meeting.
- 6.2 *Election* Election to the Board shall be by secret ballot at each annual meeting of the members. At each such election, the members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

Article VII
Powers and Duties of the Board of Directors

- 7.1 *Powers* The Board shall have power to:
- a. Adopt and publish rules and regulations governing the use of common area and facilities, and the conduct of the members and their guests, and to establish penalties for infraction of the rules and regulations it sets. Current rules and regulations will be printed in the current Owner's Handbook.
 - b. Suspend the voting rights and right to use the common areas and facilities of a member during any period in which a member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 30 days for infraction of published rules and regulations.
 - c. Exercise all powers, duties, and authority vested in or delegated to the Association and not reserved to the members by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration.
 - d. Declare the office of a member of the Board to be vacant in the event such member is absent from three consecutive regular meetings of the Board of Directors.

- e. Employ a manager, an independent contractor, or such other employees or contractors as necessary and to prescribe their duties.

7.2 Duties Duties of the Board of Directors shall be to:

- a. Keep a complete record of all its acts and corporate affairs.
- b. Supervise officers, agents, employees and contractors of the Association.
- c. Fix the amount of the annual assessment against each lot at least thirty days in advance of each annual assessment period
- d. Send written notice of each assessment to every owner subject thereto at least thirty days in advance of each annual assessment due date.
- e. Take such action as may be necessary to establish a lien against any property for nonpayment of assessments.
- f. Record a claim of lien against any property for which assessments are not paid within thirty days after the due date or bring an action at law against the owner obligated to pay the assessment.
- g. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- h. Cause all officers, agents, employees, and contractors of the Association to be covered by bonds and liability and hazard insurance as it may consider appropriate.
- i. Appoint such committees as the Board deems necessary including, but not limited to an Architectural Committee, Landscape Committee or Nominating Committee. A list of current committees shall be listed in the Owner's Handbook.
- j. Approve or deny recommendations of the Architectural and Landscape Committees for modifications to a structure or landscaping requested by a Member.

Article VIII
Officers and Their Duties

- 8.1 *Enumeration of Officers* The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as the Board may from time to time appoint. The offices of Secretary and Treasurer may be held by the same person.
- 8.2 *Election of Officers* The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.
- 8.3 *Term* The officers shall be elected annually by the Board and each shall hold office for one year or until a successor has been elected.
- 8.4 *Resignation and Removal* Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. A resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice of resignation. Acceptance of a resignation shall not be necessary to make it effective. An officer may be removed from office, by a majority vote of the total Board of Directors.
- 8.5 *Vacancies* A vacancy in any office may be filled by appointment by the Board. The individual appointed to a vacant office shall serve for the remainder of the term of the officer being replaced.
- 8.6 *Duties* The duties of the officers are as follows:
- a. The President shall have broad administrative and decision making authority, shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all promissory notes and checks. In the President's absence, another officer is authorized to co-sign checks.
 - b. The Vice President shall act in the absence, inability, or refusal of the President to act, and shall discharge such other duties as required by the Board or the President.
 - c. The Secretary shall oversee the official record keeping of the Association, including the minutes of all meetings and proceedings of the Board and of the members, assure that notice of meetings are given and appropriate and current records kept, and perform other duties as required by the Board or the President.

- d. The Treasurer shall oversee receipt and deposit of all moneys of the Association, disbursement of such funds, sign all checks and promissory notes, assure that accurate and current financial books of account are kept, oversee preparation and publication of the annual budget, statement of revenue and expense, and perform other duties as required by the Board or the President. In the Treasurer's absence, another officer is authorized to sign checks.

Article IX

Books and Records

The books, records, and papers of the Association shall, by appointment upon three days prior request, during business hours of 9:00 a.m. to 3:00 p.m., Monday through Friday, be available and open for inspection by any member. Copies of any records shall be made at the prevailing cost for copies at the time a request for copies is made.

Article X

Assessments

Each Member is obligated to pay the Association regular, capital and special Assessments, which are secured by a continuing lien upon the Property against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of two percent (2%) per month, and the Association may bring an action at law against the Owner personally obligated to pay the Assessment or foreclose the lien against the Property. Interest, costs, and reasonable attorney's fees shall be added to the amount of the Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area or abandonment of said owner's lot.

Article XI

Amendments

Amendments to these By-Laws may be made at any time at a regular or special meeting of the members by a vote of a majority of a quorum of members of the members present in person or by proxy.

Article XII
Miscellaneous

12.1 *Conflicts* In the event of a conflict between the Articles of Incorporation, the Declaration, or these By-Laws, the Declaration shall in all cases control.

12.2 *Fiscal Year* The fiscal year for the Association shall begin on the first day of January and end on the 31st day of December of each year.

Adopted by action of the members of Warm Springs Hollow Homeowners Association, Inc. and affirmed by the board of directors of Warm Springs Hollow Homeowners Association, Inc. at its regular board meeting on _____