

Bylaws of Wilderness Ranch Owners Association, Inc.

Article 1. Name and Location.

The name of the corporation is WILDERNESS RANCH OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association is located at 46 Wilderness Ranch Road, Boise (County), Idaho 83716-3000, but meetings of members and directors may be held at such places in the State of Idaho, as may be designated by the Board of Directors.

Article 2. Definitions.

The following terms shall have the following meanings:

Section 1: "ASSOCIATION" shall mean and refer to Wilderness Ranch Owners Association, Inc., a nonprofit corporation organized under the laws of the State of Idaho, its successors and assigns.

Section 2: "PROPERTIES" shall mean and refer to any real property situated in Boise County, Idaho, now or hereafter subjected to Association assessments pursuant to covenants filed of record in the office of the Boise County Recorder.

Section 3: "COMMON AREA" shall mean all real property (including any improvements thereto) within the Properties which is available for the common use and enjoyment of the owners of lots within the Properties, including roads and central water system facilities and equipment, as well as fire-fighting equipment and operation.

Section 4: "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

Article 3. Meetings of Members.

Section 1: Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association. The annual meeting of the members for the election of directors whose terms have expired and for the transaction of such other business as may properly come before the meeting shall be held at such hour and on such day as shall be determined by the Board of Directors.

Section 2: Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3: Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day

Bylaws of Wilderness Ranch Owners Association, Inc.

and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members. each member may vote in person or by proxy. Proxy holders shall be members in good standing of the Association. All proxies shall be in writing and filed with the Association Secretary at least one (1) normal business day prior to the time of any meeting of the Association. Every proxy shall automatically cease upon conveyance by the member of his/her lot. Every proxy can be revoked upon the physical appearance of the member.

Article 4. Board of Directors, Selection, Term of Office.

Section 1: Number and Qualifications. The affairs of the Association shall be governed by a Board of not fewer than three (3) nor more than seven (7) directors, who shall be elected by ballot from the members of the Association. The members of the Association at any annual meeting may change the number of directors within those limits, but shall not reduce the number in such a manner to deny an incumbent director (unless removed for cause) a full term of office. If a corporation is a member of the Association, anyone of its officers, directors, or shareholders may be elected to the Board; if a partnership is a member, anyone partner of such partnership may be elected to the Board; if a trust is a member, any trustee may be elected to the Board.

Section 2: Term of Office. Until the first annual meeting of members the directors of the Association shall be those individuals named in the Articles of Incorporation or their successors determined in accordance with this Article. At such meeting, and at each annual meeting of members thereafter, the directors shall be elected by the members; provided, however, that if for any reason any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 3: Removal; Vacancies. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Bylaws of Wilderness Ranch Owners Association, Inc.

Section 4: Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5: Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article 5. Meetings of Directors.

Section 1: Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given to each director personally or by mail, telephone or telegraph, at least three (3) days before the day fixed for the meeting.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article 6. Powers and Duties of Board of Directors

Section 1: Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of Association property and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) Suspend a member's voting rights and his right to use Association facilities during any period in which such 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 sixty (60) days for infraction of published rules and regulations.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Bylaws of Wilderness Ranch Owners Association, Inc.

- (e) Employ a manager, an independent contractor or such other employees as the Board deems necessary, to prescribe their duties, and determine the amount of their compensation.
- (f) Adopt and publish rules and regulations concerning fees for late payment of assessments against each lot.

Section 2: Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.
- (b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in recorded covenants affecting the Properties, to:
 - (1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate:
- (g) Cause the Common Area to be maintained.

Article 7. Officers and their Duties.

Section 1: Enumeration of Offices. The principal officers of the Association shall be a president, a vice president, a secretary, and a treasurer, all of whom shall be elected by the Board. The directors may appoint such other officers as in their judgment may be necessary or desirable. Two or more offices may be held by the same person, except that a person may not hold the offices of president and secretary simultaneously.

Bylaws of Wilderness Ranch Owners Association, Inc.

Section 2: Election of Officers. The officers of the Association shall be elected annually by the Board at the first Board meeting after the annual meeting of the Association. They shall hold office at the pleasure of the Board.

Section 3: Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

Section 4: Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term” of the officer he replaces.

Section 6: Duties. The duties of the officers are as follows:

- (a) **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign promissory notes.
- (b) **Vice President.** The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing names of members of the Association, together with their addresses, and shall perform such other duties as required by the Board.
- (d) **Treasurer.** The treasurer shall have responsibility for the Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association.

Article 8. Books and Records.

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the

Bylaws of Wilderness Ranch Owners Association, Inc.

Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article 9. Assessments.

As more fully provided in recorded covenants affecting the Properties, each member is obligated to pay to the Association annual 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 thirteen percent (13%) per annum, and the Association may bring an action at law against the member personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Association property or abandonment of his Lot.

Article 10. Corporate Seal.

The Association shall have a seal in circular form having within its circumference the words: WILDERNESS RANCH OWNERS ASSOCIATION, INC.

Article 11. Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors or by the members at any regular or special meeting. The amendment of these Bylaws is subject to any limitations which may be set forth in the recorded covenants affecting the Properties.

Article 12. Miscellaneous.

Section 1: Fiscal Year. The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of every year, except that the Board of Directors may, by resolution, adopt any other fiscal year determined by it to be convenient.

Section 2: Checks. All checks shall be cosigned by two (2) officers and/or directors of the Association.

Article 13. Indemnification.

To the full extent permitted by applicable law, each member of the Board, each member of an Association committee, each officer, and the managing agent shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of holding or having held such position, or any settlement thereof, whether or not he or she holds such position at the time such expenses or liabilities

**Bylaws of
Wilderness Ranch Owners Association, Inc.**

are incurred, except to the extent such expenses and liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association; and further provided that this right of indemnification shall be inapplicable to the extent necessary, if at all, for the Association to obtain any insurance required by the recorded covenants affecting the Properties.

Adopted: October 24, 1980

Amended: June 18, 1987

Amended: December 10, 1991

Amended: March 19, 2002