

BY-LAWS
OF
SHENANDOAH WEST NEIGHBORHOOD
ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is SHENANDOAH WEST NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association." The principal mailing address of the Association is P. O. Box 45298 Boise, Idaho 83704. Meetings of Members and directors may be held at such places within the State of Idaho, County of Ada, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.1 "Association" shall mean and refer to SHENANDOAH WEST NEIGHBORHOOD ASSOCIATION, INC., Its successors and assigns.

Section 2.2 "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation; Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 2.3 "Common Area," if any, shall mean but not to include any common area owned by the Shenandoah West Neighborhood

Association, Inc. and all real property owned by the Association for the common use and enjoyment of the Owners.

Section 2.4 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 2.5 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.6 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Recorder of Ada County, Idaho.

Section 2.7 "Member" shall mean and refer to those persons entitled to membership by having paid all fees and dues required and be a property owner within Shenandoah West Subdivisions No. 1, No. 2, No. 3, No. 4, No. 5 or No. 6 as deeded to the Association by Sherwood West Development, Inc.

ARTICLE III

MEETING OF MEMBERS

Section 3.1 Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the third Thursday of the same month of

each year thereafter at the hour of 7:30 p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3.2 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-tenth (1/10) of all of the votes of the Membership.

Section 3.3 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 ten (10) days, but not more than fifty (50) 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, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 3.4 Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth ($\frac{1}{4}$) of the votes of Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have 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 3.5 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 of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or upon failure to pay required fees or dues.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 4.1 Number. The affairs of this Association shall be managed by a Board of Directors, hereinafter referred to as the "Board," consisting of five (5) directors who must be Members of the Association.

Section 4.2 term of Office. At the first annual meeting of the Association, the Members shall elect five (5) directors. Each director shall be elected for a term of one (1) year and at each annual meeting of the Association thereafter, the Members shall elect five (5) directors, of which at least 2 are incumbants, for a term of one (1) year.

Section 4.3 Removal. 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.

Section 4.4 Compensation. No director shall receive compensation for any service he may render to the Association. However, any director will be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.5 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 V

NOMINATION AND ELECTION OF DIRECTORS

Section 5.1 Nomination. Nomination for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members in good standing.

Section 5.2 Election. Election to the Board shall be by secret, written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board shall be held at least quarterly without notice, or more often as deemed necessary upon notice, at such time and place as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.2 Special Meetings. Special meetings of the Board shall be held when called by the president or by any two(2) directors after not less than three (3) days' notice to each director.

Section 6.3 Quorum. A majority of the 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 VII

POWERS AND DUTIES OF THE BOARD

Section 7.1 Powers. Adopt and publish rules and regulations governing the use of any Common Area and facilities and the personal conduct of the Members and their guests thereon and to establish penalties for the infraction thereof.

7. 1-2 Suspend the voting rights from the Association and right to the use of any common recreational facilities by a Member 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.

7. 1-3 Exercise for the Association all authority, powers and duties vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration.

7. 1-4 Declare the office of Member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board without excuse.

7. 1-5 Employ an attorney or such other employees as the Board deems necessary and to prescribe their duties.

Section 7.2 Duties. It shall be the duty of the Board to:

7. 2-1 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-tenth (1/10) of the Members who are entitled to vote.

7. 2-2 Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.

7. 2-3 Fix the amount of the annual Membership dues and initiation fee.

7. 2-4 Procure and maintain adequate liability and hazard insurance.

7. 2-5 Take such actions as deemed appropriate to enforce reasonable compliance with the Declaration for Shenandoah West Subdivisions No. 1, No. 2, No. 3, No. 4, No. 5 and No. 6 as deeded to the Association by Sherwood West Development, Inc.

ARTICLES VIII

OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Officers. The officers of the Association shall be a president and vice-president, who shall at all times be Members of the Board, a secretary, treasurer and such other officers as the Board may from time to time by resolution create.

Section 8.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following such annual meeting of the Members.

Section 8.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resigned, be removed or otherwise disqualified to serve.

Section 8.4 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 8.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary of the Association. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6 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 8.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4 herein.

Section 8.8 Duties. The duties of the officers are as follows:

8.8-1 President. The president 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 checks and promissory notes.

8.8-2 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.

8.8-3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the board and of the Members; keep appropriate, current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board.

8.8-4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board; shall co-sign all checks and promissory notes of the Association; shall keep proper books of account; shall, at the request of the Board, cause an annual audit of the Association's books at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board may appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall, upon reasonable notice to the secretary, be subject to inspection by any Member. The Declaration or the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the home of the secretary of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

AMENDMENTS

Section 11.1 These By-Laws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

Section 11.2 In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control and, in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of incorporation and on the same day of the same month each year thereafter. The fiscal year shall end one year from the date of the beginning of the fiscal year.

ARTICLE XIII

ASSESSMENTS

The Association shall have the right to charge Members special assessments from time to time for the Purpose of carrying on the Association's affairs. Assessments shall be assessed by the Association at such times as it deems appropriate by mailing a notice to each Member of the Association notifying such Member of the amount of assessment then due and owing by such Owner. All assessments shall be due in cash as of the due date set forth in the notice. All assessments not paid by an Owner in a timely manner shall bear interest at the rate of 12% per annum from each assessment's due date. All assessments shall be fixed at a uniform rate for all of the Owners subject thereto.

ARTICLE XIV

ARBITRATION

Any dispute between a member of the Association and the Association regarding the applicability of the Declaration of Covenants, Conditions and Restrictions to the member and/or the member's property within the sub-division, and/or regarding the enforcement by the Association against the member of the Declaration of Covenants, Conditions and Restrictions

which is not resolved by agreement of the Association and the member shall be subject to binding arbitration. The Association shall select the arbitrator and shall have discretion to select the arbitrator from The American Arbitration Association or from the membership of the Idaho Bar Association, provided, however, that the arbitrator shall not be an owner of property within the sub-division.

STATE OF IDAHO)
) ss.
County of Ada)

Subscribed and sworn to before me this 23rd day of
October, 1989.

Barbara H. Beck
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 11/4/91