

AMENDED BYLAWS OF CARRIAGEGATE HOMEOWNER'S ASSOCIATION.

ARTICLE I. NAME AND LOCATION

The name of the entity is CARRIAGEGATE HOMEOWNER'S ASSOCIATION, hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at xxxxx, but meetings of members and directors may be held at such places within the State of Idaho, County of Bonneville, as may be designated by the Board of Directors and the Board of Directors may hereinafter designate another principal office of the corporation without a vote of the membership.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to CARRIAGEGATE HOMEOWNER'S ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to the "Properties" as defined in the Declaration, including additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any platted lot as shown on any recorded subdivision plat of the Properties, but specifically excluding the Common Area.

Section 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 6. "Developers" shall mean and refer to Comfort Construction, their successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Developers for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Carriagegate, applicable to the Properties, recorded in the office of the Bonneville County Recorder, Idaho Falls, Idaho, as the same may be amended from time to time.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of the conveyance of the Common Areas to the Association, and each subsequent regular annual meeting of the Members shall be held at a time and place designated by the Board of Directors in the month of January of each year.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the president, by the Board of Directors, or upon written request of one-fourth (3) of the Members entitled to vote.

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 delivering, via e-mail and online social media, a copy of such notice, not less than ten (10) nor more than fifty (50) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's e-mail address on the then-current Member distribution lists for notices. Such notice shall specify the place, day 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 and/or proxies entitled to cast at least one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, a majority of the Members entitled to vote thereat shall have power to adjourn the meeting from time to time for up to sixty (60) days, 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. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of four (4) directors, all of who shall be Members of the Association.

Section 2. Term of Office. Two (2) of the directors shall be elected at the annual meeting of the Members by a plurality vote, or by such other election mechanism as shall be established by the Board, for a term of two (2) years, and shall hold office until their successors are elected and qualified. New Board Members shall begin their term July 1 of the year of the election. The result shall be normally two (2) new directors and two (2) directors with one (1) year experience each on July 1st.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members. 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. Compensation. Except as provided in this Section 4, 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 and shall not be required to pay annual dues for the time period of his term of office.

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 V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to serve as a director on the Board of Directors of the Association shall be made by the Members. Nominations may be submitted via e-mail or other electronic means of communication or by mail. All nominees must be Members of the Association.

Section 2. Election. Election to the Board of Directors shall be by secret ballot, via electronic delivery, mail, or by written ballot submitted at a meeting. 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 Declaration. The person receiving the largest number of votes shall be elected as the president elect, and the person receiving the next largest number of votes shall be elected as the vice president elect.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour 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 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 (2) 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

(a) adopt and publish rules and regulations governing the use of the Common Area 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/or right to use of the Common Area recreational 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 the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(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;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) appoint new officers or Board members in case of a vacancy of such position.

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 (3) of the Members entitled to vote;

(b) supervise all officers, agents, contractors, and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declarations, 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 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 entitled thereto, 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;

(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; and

(h) in the absence of the president and vice president, the other members of the Board shall have the authority to co-sign checks for routine disbursements in the approved budget.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president and vice president, president elect, and vice president elect who shall at all times be members of the Board of Directors, a secretary and a treasurer and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following July 1st of each year. Normally the president elect will be the person receiving the highest number of votes at the election of the Board of Directors. The person receiving the second highest number of votes at the election will normally become the vice president elect.

Unless the Board determines otherwise the president elect and the vice president elect will automatically become president and vice president, respectively, at the end of the terms of the president and vice president.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointment. 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 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. 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 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 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person who may be a paid independent contractor, specifically retained for this purpose, not a Board member. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of specific offices created pursuant to Section 4 of this Article.

Section 8. 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 co-sign all checks and 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 each 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 the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an audit of the Association books to be made by a public accountant at the completion of every other 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, and deliver a copy of each to the Members.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
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 Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the residence of the Secretary, unless otherwise determined and published by the Board, where copies may be purchased at a reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, 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 ten percent (10%) per annum and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his/her Lot.

ARTICLE XII
CORPORATE SEAL

This Association shall have a seal in a circular form having within its circumference the CARRIAGEGATE HOMEOWNER'S ASSOCIATION.

ARTICLE XIII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members at which a quorum is present or represented, by a vote of at least two-thirds (2/3) of the Members who are entitled to vote, present or represented by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declarations and these Bylaws, the Declarations shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all the Directors of the CARRIAGEGATE HOMEOWNER'S ASSOCIATION, INC., have hereunto set our hands this 1st day of July, 2019.

I, the undersigned, do hereby certify:

That I am the President of the Carriagegate Homeowner's Association Inc, an Idaho Corporation, and

That the foregoing Bylaws constitute the First Amended Bylaws of the said Association, as duly approved and adopted at a meeting of the Board of Directors thereof, held on the 26th day of June, 2019.

/S/ Jared Hess