LEISURETIME RV PARK SUBDIVISION HOMEOWNER'S ASSOCIATION

BY-LAWS

The following are By-Laws of LEISURETIME RV PARK SUBDIVISION HOMEOWNER'S ASSOCIATION, a non-profit Idaho corporation. Each owner of a lot in Leisuretime RV Park Subdivision automatically, by virtue of such ownership, becomes a member of the Association. All present and future owners, mortgagees and other encumbrances, leases, tenants, licensees and occupants of units and their guests and employees and any other person who may use the facilities of the park, are subject to these By-Laws and the Rules and Regulations adopted by the Board of Directors of the Association.

Words and phrases that are defined in the Rules and Regulations shall have the same meaning in these By-Laws. All references herein to the "Board" shall apply with equal force and effect to the managing agent or the Association's Board of Directors whichever has the responsibility for administering to the park.

ARTICLE 1: MEMBERSHIP

Section 1.1 Membership The recorded lot owner(s) of units in the Association shall constitute the members. Corporations, partnerships, associations and other legal entities, trustees under an express trust, and other fiduciaries, as well as natural persons may be members of the Association. Owners of a unit as joint tenants, tenants in common, community property or other ownership involving more than one owner, shall be joint members of the Association, but the sum total of their vote shall not exceed the percentage of interest for voting power appurtenant to the unit owned. In the event of such joint ownership, the vote for a unit shall be cast as a single vote and in no event shall the percentage of votes assigned to a particular unit be further fractionalized or split. A "Unit" and a "Lot" shall mean and refer to a subdivided lot in the subdivision other than common area lots.

Section 1.2 Persons Under Disability Minors and persons declared legally incompetent shall be eligible for membership in the Association, if otherwise qualified, but shall not be permitted to vote except through a legally appointed, qualified, and acting guardian or conservator of their estate voting on their behalf or in the case of a minor with no legal guardian of his estate, through a parent having custody of the minor.

Section 1.3 Register of Members The Board shall cause a register to be kept containing the names and addresses of all members of the Association. Persons who purchase an interest in a lot shall promptly inform the Board of their interest. Persons who claim to be a member of the Association shall, upon request, furnish the Board with copies of any documents under which they assert membership of a lot.

ARTICLE 2: MEETINGS OF MEMBERS, VOTING

Section 2.1 Place Meetings of the members of the Association shall be held at such suitable place as may be convenient to the membership and designated from time to time by the Board.

All members will be required to sign in on the register prior to the start of each meeting of the members. This register shall be used to determine membership verification, voting entitlement and whether a quorum exists.

Section 2.2 Annual Meetings The annual meeting of the Association shall be held in the month of July of each year on a date fixed by the Board.

1. At such annual meeting:
    a. The president and chief financial officer shall report on the activities and financial condition of the corporation; and
    b. The members shall consider and act upon such other matters as may be raised consistent with the meeting notice and agenda; and
    c. The members shall elect members to the Board of Directors or fill vacancies therein.

Section 2.3 Special Meetings It shall be the duty of the President to call a special meeting of the Association:

1. On call of its board or the person or persons authorized to do so by the articles or by-laws; or
2. Except as provided in the articles or by-laws if the holders of at least thirty-three percent (33%) of the voting power of any corporation sign, date and deliver to any corporate officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.
3. The close of business on the thirtieth day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the thirty-three percent (33%) requirement of paragraph (2) of this section has been met.
4. If a notice for a special meeting demanded under paragraph (2) of this section is not given within thirty (30) days after the date the written demand or demands are delivered to a corporate officer, regardless of the requirements of paragraph (5) of this section, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to section 2.4 of this document and section 30-30-505, Idaho Code.
5. Special meetings of members may be held in the State of Idaho at the place stated in or fixed in accordance with these by-laws. If no place is stated or fixed in accordance with the by-laws, special meetings shall be held at the corporation's principal office.
6. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 2.4 Notice of Meetings The Secretary shall give notice consistent with these by-laws of meetings of members in a fair and reasonable manner.

1. Any notice that conforms to the requirements of this section is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances

are considered; provided however, that notice of matters referred to in subsection (2.b) of this section must be given as provided in subsection (2) of this section.

2. Notice is fair and reasonable if:
    a. The Secretary notifies its members of the place, date, and time of each annual, regular, and special meeting of members by first class or registered mail at the address for the members then on file with the Park no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date;
    b. Notice of an annual or regular meeting includes a description of any matter or matters that must be approved by the members; and
    c. Notice of a special meeting includes a description of the matter or matters for which the meeting is called.
3. When giving notice of an annual, regular or special meeting of members, the Secretary shall give notice of a matter a member intends to raise at the meeting if:
    a. Requested in writing to do so by a person entitled to call a regular or special meeting; and
    b. The request is received by the secretary or president of the corporation at least ten (10) days before the corporation gives notice of the meeting.

Section 2.5 Waiver of Notice

1. A member may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.
2. A member's attendance at a meeting:
    a. Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; or
    b. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.6 Members List for Meeting

1. After fixing a record date for a notice of a meeting, the Secretary shall prepare a list of the names of all its members who are entitled to notice of the meeting. The list must show the address and number of votes each member is entitled to vote at the meeting.
2. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member or a member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of sections 30-30-1102 (3) and 30-30-1104, Idaho Code, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection.

3. The corporation shall make the list of members available at the meeting, and any member or a member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.
4. If the corporation refuses to allow a member or a member's agent or attorney to inspect the list of members before or at the meeting or copy the list as permitted by subsection (2) of this section, the district court of the county where a corporation's principal office is located, or if none in this state, Ada county, on application of the member, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member's costs, including reasonable attorney's fees, incurred to obtain the order.
5. Unless a written demand to inspect and copy a membership list has been made under subsection (2) of this section prior to the membership meeting and a corporation improperly refuses to comply with the demand, refusal or failure to comply with this section does not affect the validity of action taken at the meeting.

Section 2.7 Quorum

1. Ten percent (10%) of the votes entitled to be cast on a matter must be represented in person, by proxy, by mailed written ballot or by absentee ballot at a meeting of members to constitute a quorum on that matter.
2. A by-law amendment to decrease the quorum for any member action may be approved by the members.
3. A by-law amendment to increase the quorum required for any member action must be approved by the members.
4. Unless one-third (1/3) or more of the voting power is present in person, by proxy, by mailed written ballot or by absentee ballot, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

Section 2.8 Proxies

1. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.
2. Any attorney-in-fact may vote up to, but not more than, 20 individual proxies.
3. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided however, that no proxy shall be valid for more than three (3) years from its date of execution.
4. An appointment of a proxy is revocable by the member.
5. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

6. Appointment of a proxy is revoked by the person appointing the proxy:
    a. Attending any meeting and voting in person; or
    b. Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

Section 2.9 Voting Requirements Except as otherwise provided by statute or by these By-Laws, passage of any matter submitted to vote at a meeting where a quorum is in attendance requires the affirmative vote of a majority of those present.

Section 2.10 Order of Business The order of business at meetings of the Association shall be as follows unless dispensed with a motion:

a. Roll Call
b. Proof of Notice of Meeting or Waiver of Notice
c. Minutes of Preceding Meeting
d. Reports of Officers
e. Reports of Committees
f. Election of Directors
(annual meeting or special meeting called for such purpose)
g. Unfinished business
h. New business
i. Adjournment

Section 2.11 Parliamentary Authority Annual meetings, regular meetings and special meetings shall follow the most current available edition of Robert's Rules of Order. The Board of Directors shall ensure members follow Rules of Conduct to ensure parliamentary procedures are followed.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.1 Number and Qualifications The affairs of the Association shall be governed by a Board of five (5) directors, who must be members of the Association, and who shall be elected by ballot from the members of the Association. At any annual meeting, members may change the number of 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, any one of its officers, directors or shareholders may be elected to the Board.

Section 3.2 Powers and Duties The Board must follow the requirements set forth under these By-Laws. The Board shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts as are not prohibited by statute required to be done in another manner. No contract made by the Board or any officer for the Association shall have a fixed term longer than one (1) year and votes to enter such contract are documented under official Board Meeting Minutes. Board of Directors may not enter into any verbal agreements that will use HOA funds in any sum over $250.00. Directors are not authorized to lease any common area properties or buildings to the public or any other entities or businesses outside of the Association.

Section 3.3 Managing Agent Management of the Association may be carried out by a managing agent. An experienced professional managing agent may be employed by the Board to assist in the management and operation of the Association. Contracts may be approved to enter into business transactions but no longer than one (1) year duration agreements. Simple majority vote of members must be approved for changing managing agent or any other agent representing the Corporation.

Section 3.4 Election, Nominations and Term of Office The term of office for the Board of Directors shall begin on the first day of the calendar month following the date of adjournment of the annual meeting at which they are elected. The normal term of office for directors will be three (3) years on a rotating schedule. Each year two (2) board members are to be elected, with one (1) elected each third year, and continuing on this rotation. Board members will be elected at the Annual Meeting. (Idaho Code 30-30-604) Directors may serve consecutive terms. (Idaho Code 30-30-605) At least forty-five (45) days in advance of the Annual Business Meeting date, the Association will mail a printed form to all members for entering a member's name for nomination for election to the Board. It is required that this form containing the nominee's name and the signature of the member who placed it in nomination be returned to the Secretary no later than fifteen (15) days prior to the date of the Annual Business Meeting. The Association will then prepare a printed ballot of all nominees for the election of Board members at the Annual Business Meeting. This will preclude any nominations from the floor but does not prevent a write-in vote at the time of election. In addition, a voting registration system will be established. Registration will be held prior to the Annual Business Meeting and a printed ballot will be issued for each lot registering. Members attending the Annual Meeting will be required to sign in and verify their lot number and number of votes allowed. Members who fail or refuse to sign in will result in their vote being declared null and void.

Section 3.5 Vacancies Any vacancy occurring in the Board of Directors caused by reasons other than the removal of a director by a vote of the Association shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for a term of office continuing only until the next regular election of Directors (Idaho Code 30-30-605). Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors. (Idaho Code 30-30-605). If a newly elected director resigns within 3 months of being elected, the person receiving the next highest vote count in the previous election will be named as director(s).

Board of Directors will notify members of vacancy on the Board.

The Corporation must always have a President, Secretary and Treasurer, therefore, any vacancy or removal from these positions must be filled immediately.

Section 3.6 Removal of Directors At any regular or special meeting any one or more directors may be removed with or without cause by the holders of a majority votes of the Association. (Idaho Code 30-30-608). A majority vote of owners (50% +1) will be required to remove any director. If the special meeting creates a vacancy, the members elect a replacement(s) at the time of the special meeting. If unable to vote for a replacement, a vote must be taken within 30 days. Special elections to replace one or more directors will be held via

ballot. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting. Failure of any director subject to a removal vote to attend such meeting shall result in automatic removal from office. If a director is removed, all items, pass codes and documents received while in term must be immediately turned over to LTRV Board. When a vote by the members is held to remove a director(s), the vote will stand as is and will constitute an immediate removal of the director(s). If the director refuses to abide by the vote and wishes to fight the vote, the director(s) must use personal funds. LTRV HOA funds cannot and shall not be used for a recalled director(s) defense. If a director is removed, the removed director cannot run in the immediately succeeding general election.

Section 3.7 Compensation

No compensation shall be paid to directors for their services as directors.

Section 3.8 Regular Meetings Regular meetings of the Board to conduct all corporate business must be held at such time and place as shall be determined from time to time by a majority of the directors, but at least six (6) such meetings shall be held during each fiscal year. The President shall call for regular meetings and notice of regular meetings of the Board shall be given to each director by email, mail or telephone at least three (3) days before the day fixed for the meeting. The Secretary will document the date of announcement to ensure such call out was initiated. Regular meetings may be held using Zoom or other meeting platforms. Email may be used to present information, discussions and other park business. Email shall not be used for voting on park business. Meeting dates must be at a reasonable date and time to facilitate attendance by members. All board meetings shall follow Robert's Rules of Order.

Section 3.9 Special Meetings Special meetings of the Board may be called by the President or Vice President on three (3) days' notice to each director given by email, mail, or telephone, which notice shall state a time, place, and purpose of the meeting. Special meetings of the Board shall be called by either the President or Vice President in like manner.

Meeting dates must be at a reasonable date and time to facilitate attendance by members.

Section 3.10 Executive Meeting All executive meetings will be held in closed ~~close~~ door session. Executive meetings are only to discuss privilege, private, protected matters for the protection of the corporation business transactions, any other business must be held in regular meetings. Any open meeting that becomes disruptive may move the meeting to closed ~~close~~ door session to ensure corporate business transactions continue.

Section 3.11 Open Meeting Any unit owner or voting representative may attend any regular or special meeting of the Board but shall not be entitled to participate. To participate, a Member must submit one or more agenda items to hold the floor 10 (ten) days in advance of the meeting. The President may allow members to hold the floor to present their agenda topic for no more than 3 (three) minutes per topic.

Section 3.l2 Waiver of Notice Before any meeting of the Board, any director may, in writing, waive notice of such meeting due to noncompliance with Section 3.8 & 3.9 at which time the President must justify action or cancel meeting until adequate notice is provided.

Section 3.13 Quorum At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the

majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

Section 3.14 General Standards for Directors

1. A director shall discharge his duties as a director, including his duties as a member of a committee:

   a. In good faith;
   b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
   c. In a manner the director reasonably believes to be in the best interests of the corporation.

   In discharging his or her duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

   a. One (1) or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
   b. Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
   c. A committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence;

Section 3.15 Conflict of Interest (Idaho Code 30-30-619)

1. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as provided in (2) below.
2. A transaction in which a director of a corporation has a conflict of interest may be approved if:
   a. The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board and the board or committee of the board authorized, approved or ratified the transaction; or
   b. The material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.
3. A director of the corporation has an indirect interest in a transaction if:
   a. Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
   b. Another entity of which the director is a director, officer or trustee is a party to the transaction.

ARTICLE 4: OFFICERS

Section 4.1 Designation 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. In the absence of the Secretary, the board shall delegate to one (1) of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation (Idaho Code 30-30-621.2) The directors may appoint such other officers as in their judgment may be necessary or desirable. Two (2) or more offices

may be held by the same person, except that a person may not hold the offices of President and Secretary simultaneously.

Section 4.2 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 4.3 Removal of Officers At any regular meeting of the Board or at any special meeting of the Board called for such purpose, upon an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause. A successor to the removed officer may be elected at any such meeting. The removed officer will continue to serve as an elected Board member.

Section 4.4 President The President shall be the principal executive officer of the Corporation, subject to the control of the Board of Directors, and shall in general supervise and control all of the business and affairs of the Corporation. The President shall call for and preside at all meetings of the members of the Board of Directors and will hold the tie breaker vote; otherwise, will not be party to any votes of the Board of directors. The President may sign, with any other proper officer of the Corporation thereunto authorized by the Board of Directors, contracts, or other instruments that the Board of Directors had authorized to be executed. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will not perform independently as sole executor to the Corporation and will require the support of a quorum of three (3) Board of Directors, excluding themselves in execution of official corporate business. The President may not hold the officer position of Secretary or Treasurer at the same time.

Section 4.5 Vice President In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 4.6 Secretary The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper meeting minutes of those meetings. The Secretary shall have the custody of and properly protect all records pursuant to Idaho Code 30-30-1101 or ensure the Agent of the Corporation controls and maintains such documents on behalf of the Corporation. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President of the Board of Directors. The Secretary may not hold the office of the President or Treasurer at the same time.

Section 4.7 Treasurer The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer will be responsible for and keeper of all receipts. Two (2) Board members shall sign all checks and any Board member shall deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the

provisions of these By-laws. Actual signatures are required (rubber stamped signatures are not authorized.) The Treasurer shall in general perform all the financial duties incident of the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President. The Treasurer may not hold the office of the President or Secretary at the same time. The treasurer shall establish a bank account if deemed necessary for any committee that the Board has authorized to collect and allocate funds. The Treasurer will work with the committee chairperson to ensure proper procedure is followed.

Section 4.8 Other Officers and Employees The Board of Directors shall have the power and rights necessary to administer the association affairs. The Board may:

1. Employ and supervise managers, supervisors, attorneys and independent contractors, or such other employees as the Board of Directors may deem necessary to perform its function.
2. Hire, dismiss and counsel employees to follow the process and procedures provided in the employee policies and procedures handbook.

Section 4.9 Compensation The board may pay reasonable compensation to any officer or lot owner who performs volunteer services for the project in carrying out the management duties of the Board. The Board's decision to compensate an officer shall not become final until sixty (60) days after notice of it (including the amount of compensation to be paid) has been given to all persons entitled to notice of meetings of the Association and any such decision may be reversed by the members of the Association at a meeting duly called and held within sixty (60) days after the notice of the decision was given.

ARTICLE 5: COMMITTEES

Section 5.1 Committees of the Board

The Board may create one (1) or more committees of the board and appoint members of the board to serve on the committee. Each committee shall have at least two (2) board members, who shall serve at the pleasure of the board. The creation of a committee and appointment of members to it must be approved by the majority of all the directors in office when the action is taken. The requirements governing meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board apply to committees of the board and their members. To the extent specified by the board when the committee is appointed, each committee of the board may exercise the board's authority except that a committee may not authorize distributions, approve, or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets, or adopt, amend, or repeal the articles or bylaws.

Section 5.2 Other Committees Other committees, not having or exercising the authority of the Board in the management of the Association, may be appointed by the Board and such committees may be composed of one (1) or more members of the Association other than Board members and one (1) or more Board members as a sponsor to that Committee.

ARTICLE 6: OBLIGATION OF MEMBERS

Section 6.1 Annual Assessments Members are obligated to pay annual assessments imposed by the Association to meet the common expenses of the project as provided in the Declaration.

Section 6.2 Compliance with Covenants, By-Laws and Administrative Rules and Regulations All members shall comply strictly with the Declaration of Covenants, Conditions and Restrictions, the By-Laws and the Administrative Rules & Regulations adopted pursuant thereto, as they may be lawfully promulgated or amended from time to time. Failure to comply with any of the foregoing shall be grounds for an action to recover sums due, damages and for injunctive relief of any or all of them, maintainable by the Board or the managing agent on behalf of the Association or by a particularly aggrieved unit owner.

ARTICLE 7: HANDLING FUNDS

Section 7.1 Accounts The Association shall establish the necessary funds or accounts to provide properly for the operation and maintenance of the Association. Overall superintendence of these funds shall be the responsibility of the Treasurer of the Association. All accounts with bank(s) or other depositories shall require the signature of two (2) officers on checks or withdrawals. Any financial account established by a committee must have at least one board member as a signatory on account and list the Association as the account owner. There shall be at least three (3) separate funds as described in Sections 7.2, 7.3 and 7.4, which shall be accounted for separately, but need not be segregated.

Section 7.2 Working Capital Fund The Treasurer shall cause to be established a "Working Capital Fund." This fund will be used for the normal operation of the project and will receive all monthly assessments and other monies received by the Association. Checks shall be issued from this account for all management and operation expenditures necessary for the project and maintenance expenses of a routine or minor nature that do not require resorting to the Reserve Fund for Common Area Facilities.

Any project or expense over five thousand dollars ($5000.00) not otherwise budgeted and presented at the annual meeting, other than emergency Operations & Maintenance (O&M) projects, must be presented to association members and receive a majority vote at a meeting called for this purpose where a quorum exists before project or expense is initiated. Emergency O&M projects are projects that, if not dealt with immediately will result in loss or damage to the health and safety of the association members or assets.

An emergency O &M could include but is not limited to sewer systems, water lines, electrical that require immediate repair before damage is done to said property.

Section 7.3 Reserve Fund for Insurance Premiums The Treasurer shall cause to be established the "Reserve Fund for Insurance Premiums". Each month the Treasurer shall cause to be accounted into this fund an amount equal to at least one-twelfth (1/12) of total cost of all premiums for the insurance policy or policies and bonds the Association is required by the Declaration to purchase. Such premiums shall be paid out of this fund.

Section 7.4 Reserve Fund for Common Areas and Facilities The Association shall maintain an account which shall be known as the "Reserve Fund for Common Areas and Facilities". The purpose of the reserve account will be to provide for the periodic maintenance, repair and replacement of the common areas and facilities. An amount adequate for this purpose shall be included in each annual budget and collected as a part of the assessments. Any project or expense over five thousand dollars ($5,000.00) not otherwise budgeted and presented at the annual meeting, must be presented to association members and receive a majority vote at a meeting called for this purpose where a quorum exists before project or expense is initiated.

ARTICLE 8: KEEPING RECORDS AND REPORTS

Section 8.1 General The Board shall cause to be kept complete, detailed and accurate books and records of the receipts and expenditures of the Association in a form that complies with generally accepted accounting principles. The books and records, authorizations for payment of expenditures and all contracts, documents, papers and other records of the Association shall be available for examination by the owners, mortgagees and the agents or attorney of either of them. A review form must be filled out and submitted to the Board of Directors at least fifteen (15) business days in advance. (Idaho Code 30-30-1102) The review must take place during normal business hours. The Board of Directors must approve the purpose of the requested reviews. The reviewer will be allowed to copy records but will not be allowed to remove original records. Review findings cannot be used by a member for malice against another member. The reviewer may not give the obtained information to any other person and may not post results of review on any public or social media platforms.

The reviewer will be required to pay a reasonable fee to be established by the Board of Directors for printed copies. Original documents will not be given to reviewer.

Section 8.2 Financial Reports The Board shall cause to be issued and mailed to all members of the Association and to all mortgagees that request them, within ninety (90) days following the end of each fiscal year of the Association, a financial statement for that fiscal year, which shall include a balance sheet and a statement of operations and a comparison between the actual expenses and operation and the expenses that had been projected for that year. Holders of the first mortgages may require the submission of additional financial data concerning the Association as is reasonable required by prudent mortgage loan management.

ARTICLE 9: AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members by a simple majority of the votes cast by ballot at any regular or special meeting called for this purpose where a quorum exists.

The association shall give notice to its members of the proposed meeting in writing in accordance with section 2.4 of this document and section 30-30-505, Idaho Code. The notice must also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

ARTICLE 10: INDEMNIFICATION

To the full extent permitted by applicable law, each member of the Board, each member of an Association committee, each officer, and/or the managing agent shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding, other than removal from office, to which he or she 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 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 an insurance required in the Declaration.

The foregoing By-Laws shall be effective this 25Th day of July, 2021

X _____ Director

X _____ Director

X _____ Director

X _____ Director

X Kenny Remise Director