

2012 AMENDED BYLAWS

OF

WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.

(Approved November 14, 2012)

TABLE OF CONTENTS

	Page
ARTICLE 1 - DEFINITIONS.....	3
ARTICLE 2 - MEMBERSHIP	3
ARTICLE 3 - BOARD OF DIRECTORS	3
ARTICLE 4 - POWERS AND DUTIES OF BOARD	6
ARTICLE 5 – MEETING.....	8
ARTICLE 6 – VOTING.....	9
ARTICLE 7 - OFFICERS	10
ARTICLE 8 - AMENDMENTS.....	12

**2012 BYLAWS OF
WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.**

The name of the Corporation is WILLOWBROOK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". These By-Laws shall govern the function and operation of the Association. These By-Laws replace and supersede all prior versions of By-Laws adopted by the Association. When any conflict exists between the terms of these By-Laws and the CC&Rs, the terms of the CC&Rs shall control.

**ARTICLE 1
DEFINITIONS**

1. ASSOCIATION shall mean and refer to Willowbrook Homeowners Association, Inc., a nonprofit organization organized under the laws of the State of Idaho, its successors and assigns.
2. PROPERTIES shall mean and refer to that certain real property described in the "Declaration of Covenants, Conditions & Restrictions, and such additions thereto" as may hereafter be brought within the jurisdiction of the Association.
3. COMMON AREA shall mean and refer to all real property and improvements thereon (including private streets, parking areas and recreational facilities) owned by the Association for the common use and enjoyment of the members. The Common Area owned by the Association is described in the CC&Rs.
4. LOTS 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.
5. OWNER shall mean and refer to the owner of record, including contract buyers, whether one or more persons or entities of the fee simple title to any lot, but excluding those having such interest merely as security for the performance of an obligation.
6. PRINCIPAL OFFICE. The principal office of the Association shall be located at 5601 Willowlawn Way, Garden City, Idaho.

7. FISCAL YEAR. Unless otherwise determined by the Association's Board of Directors, 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.

8. QUORUM – BOARD OF DIRECTORS. A quorum of the Board of Directors shall mean a majority of the then serving Board of Directors.

9. QUORUM – MEMBERS. A quorum of the members shall mean 50 or more members in person or by proxy/absentee.

ARTICLE 2 MEMBERSHIP

1. MEMBER: A "member" shall be the owner of a recorded lot within the Association. There is one membership, and one vote, per lot.

2. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation.

ARTICLE 3 BOARD OF DIRECTORS

1. The business of the Association shall be governed by the Board of Directors, which shall consist of seven (7) persons who shall be members of the Association. Only one member of a household may serve on the Board at any one time. There shall be no limit to the number of times a director may serve if elected. All seven (7) directors are entitled to vote on any matter coming before the Board for a vote at a Board of Directors meeting.

2. Each Board member shall be elected to a two (2) year term commencing at the close of the annual meeting in which they were elected. Four Board member seats shall be up for election at the annual meeting every EVEN year commencing in 2014, and three Board member seats up for election every ODD year commencing in 2013. All Directors shall hold their office until they resign, are removed, or their respective successors are elected.

2.1 At each election the top three (or top four in even years) candidates with the most votes shall be deemed elected and shall begin

their term of service as members of the Board upon the closing of the meeting in which they were elected.

3. "Recruitment Committee": Nomination for election to the Board of Directors may be made by a "Recruitment Committee." The Recruitment Committee shall consist of two to five members of the Association who shall be appointed by the members at each Annual Meeting, to serve from the close of such annual meeting until the close of the next annual meeting. The Recruitment Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but no less than the number of vacancies that are to be filled. Vacancies on the Recruitment Committee occurring prior to the close of the next annual meeting shall be filled by the Board of Directors.

3.1 Any member who desires to be on the Board shall provide written notice of that intent to the Recruitment Committee no later than the second Wednesday in August preceding the September Annual meeting and election.

3.2 The Recruitment Committee shall prepare the final list of candidates and provide that list to the Board Chairman and Secretary by the third Wednesday in August.

3.2.1 This final list of candidates will be provided to the membership in the Association newsletter, and by absentee ballot, at least 15 days before the annual meeting.

4. The Board may remove any Director at any time for cause by an affirmative vote of the majority of the Board.

4.1 The membership may remove any member of the Board at a special meeting called by the membership for that purpose, upon affirmative vote at that special meeting by 116 or more members appearing in person or by proxy/absentee.

5. 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.

ARTICLE 4 POWERS AND DUTIES OF BOARD

1. The Board of Directors has the power to set such Rules & Regulations it deems necessary for the daily operations of the Association. Such Rules & Regulations shall be published and a copy sent to each voting member. The Board of Directors shall also have the power to enforce the provisions of the CC&Rs and the Bylaws; shall have all powers and authority permitted to the Board under State Law, the CC&Rs and these Bylaws; and shall acquire and pay for, out of the proper pre-approved line items, all goods and services requisite to the proper functioning of the Common Area and the Association. Such actions include, but are not limited to, the following:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Board, the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to the use of the recreational facilities of 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 also may 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, the CC&Rs or the Articles of Incorporation;
- (d) fix the annual assessments/dues subject to any and all restrictions set forth in the CC&Rs limiting the increase of assessments/dues on any given year;
- (e) exercise the right to levy or collect any monetary fines the Board deems necessary to enforce any of the above powers; and
- (f) appoint the following Committees: 1) Architectural Review, 2) vacancies on the Recruitment Committee, 3) Long Range Planning, 4) Budget & Finance, 5) Election Committee, and 6) any other committee necessary to ensure proper operation of the Association.

2. It shall be affirmative 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 the financial report and summary review of minutes at the annual meeting of the members;
- (b) supervise all agents and employees of the Association and see that their duties are properly performed;
- (c) send written notice of any change in the annual assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (d) issue upon demand by any person a letter setting forth whether or not any assessment has been paid, which shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association and carry the appropriate Errors & Omissions policy on the Directors and Officers of the Association;
- (f) acquire the services of persons or firms as required to maintain the Common Area, and assist with the management of the affairs of the Association. Contractors shall be required to furnish proof of adequate Liability Insurance, and Workers Compensation;
- (g) appoint a Budget Committee, no later than June 1 to prepare a draft budget for the Association which shall be adopted at each Annual meeting. The budget shall estimate for the upcoming year the common expenses expected to be incurred and shall provide for any Capital Improvements deemed necessary, provide a reserve fund for major repairs and replacement of costs. A copy of the proposed Budget shall be available to every Owner prior to the Annual meeting;
- (h) engage professional legal and accounting services when needed to carry out the functions of the Association;
- (i) cause to be prepared and filed all appropriate tax returns and related documents to ensure the Association remains in good standing with the State of Idaho and all requirements therein.

3. The Board of Directors shall *not* be authorized to do the following unless that action has been approved by a majority vote of the members at a meeting noticed and called for that purpose:

- (a) enter into any Management Agreement for the Association, Properties and/or Common Area unless such agreement contains provisions allowing for its termination by either party upon thirty (30) days written notice thereof, and without payment of a termination fee, or
- (b) approve any expenditure which exceeds \$1,000.00 for an item which was not identified on the approved budget for that fiscal year.

ARTICLE 5 MEETINGS

1. REGULAR MEETINGS OF THE BOARD OF DIRECTORS may be held monthly at the Willowbrook HOA Clubhouse, at such place and hour as may be fixed from time to time by the resolution of the Board.
2. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS shall be held at the Willowbrook HOA Clubhouse when called by the Chairperson of the Board, or by a quorum of the Board.
3. Every act or decision done or made by the Directors present at a duly called meeting at which a quorum is present shall be regarded as the act of the Board on behalf of the Association. Action required or permitted by these Bylaws to be taken at a Board of Directors meeting shall not be taken without a meeting.
4. ANNUAL MEETING OF THE MEMBERS shall be held at the Willowbrook HOA Clubhouse during the last two weeks of September, at such hour and on such day as shall be determined by the Board of Directors.
 - 4.1 At the Annual meeting the membership shall (i) adopt a budget for the upcoming fiscal year, (ii) elect members to serve on the Board of Directors whose terms have expired, and (iii) transact such other business as properly comes before the members.
5. SPECIAL MEETINGS OF THE MEMBERS may be called by majority vote by the Board of Directors, or upon the written request signed by at least fifty (50) voting members of the Association and delivered to the

Secretary or Chairperson describing the purpose for which the special meeting is to be held.

5.1 If a Special Meeting of the Members is called, and if a quorum of the membership is present as defined in Article 1, Section 9, then the Members shall be authorized to take action for the following purposes: (i) vote to amend the By-Laws as set forth in Article 8, (ii) recall a member of the Board of Directors as set forth in Article 3, § Section 4.1, or (iii) approve conduct by the Board which is otherwise prohibited by Article 4, Section 3.

6. WRITTEN NOTICE of Annual Meetings or Special Meetings of the members shall be given by mailing a copy, via first class mail, addressed to the member's address last appearing on the books of the Association, or supplied by such members for the purpose of notice. The notice must identify the place, day, hour, and the purpose of the meeting and must be mailed no fewer than fifteen (15) days before the meeting date. Written Notice delivered other than by first class mail may be delivered to the residence of each member entitled to vote, at least fifteen (15) days before such meeting. Such notice shall specify the place, day, hour, and the purpose of the meeting.

ARTICLE 6

VOTING

1. MEMBERS shall be entitled to one Vote for each lot owned. When more than one person holds an interest in any one lot, the vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any one lot. The vote applicable to any said lot being sold under contract shall be exercised by the contract buyer. The absentee owner of a lot shall have the right, with written notice to the Board, to assign his voting rights and privileges to the resident occupying his lot.

2. ABSENTEE BALLOTS will be available for all Special and Annual Meetings where voting will be required. The Absentee Ballots shall be available at least ten (10) days prior to the meeting date from the Secretary.

3. PROXY votes may be cast for all Special and Annual meetings where voting will be required. Proxies must be in writing and received by the

Secretary at least twenty-four (24) hours before the appointed time of each meeting. Every proxy shall be revocable at the pleasure of the Member who executed the proxy and shall automatically cease after completion of the meeting of which the proxy was filed, if filed for a particular meeting. In no event shall a proxy be valid after eleven (11) months from the date of its execution.

4. **VOTING PROCESS.** The Secretary shall check off names at the door of the respective meeting from a list of current homeowners to verify "one lot, one vote". The qualified member then receives a ballot, votes, and places ballot in box. Actions by written ballot without a meeting are prohibited by these Bylaws. A "Teller Committee" shall be appointed from the floor by the Chairperson at the beginning of the Annual Meeting or Special Meeting. It shall consist of five (5) members present whose duties shall be to: (a) retire with the ballot box and count all ballots (including absentee ballots); (b) tally votes and report results to the Chairperson; and (c) seal ballots under lock and key and hand them over to the outgoing Board Chairperson to store for a period of ten (10) days, after which they may be destroyed unless otherwise directed by the Board to extend the storage for an indefinite period of time.

ARTICLE 7 OFFICERS

1. The Board of Directors shall select on an annual basis immediately following the Annual meeting and election, by majority vote from the Board, a Board member to serve as Chairperson, and a Board member to serve as Vice-Chairperson. The Secretary and Treasurer shall not be members of the Board, but shall be appointed by majority vote of the Board. Each officer's term shall be for one year.

2. The CHAIRPERSON shall be the chief executive officer of the Association, presiding over all meetings of the Board and Members. The Chairperson shall have all the general powers and duties which are incident to the office of the chief executive officer of an association including, but not limited to, the power to appoint committees from time to time from among the members as he or she may, at his or her discretion decide are appropriate to assist in the conduct of the affairs of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments, and shall co-sign with the Treasurer

all checks and promissory notes. In the case of his or her absence, the Vice Chairperson or Secretary may co-sign.

3. THE VICE CHAIRPERSON shall act in the place and stead of the Chairperson in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

4. 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; prepare an annual review of Board activities to report at the Annual Meeting, and shall perform all other duties incident to the office of secretary of an association. A copy of the minutes shall be made available to all members at the Association office at least one week after the Board meeting. The Secretary shall send copies of all recorded Amendments to either the CC&Rs and Bylaws, and Board-approved Rules & Regulations stating date of approval, to all members within 30 days of recording or approval. The Secretary shall attend to the giving and serving of all notices to the owners and Directors, and other notices required by law. The Secretary shall keep the records of the Association (except those kept by the Treasurer) in a safe place in the Association office.

5. THE TREASURER shall keep appropriate current records showing names of members of the Association together with their addresses; 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 co-sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual review of the Association books to be made by a Public Accountant at the completion of the fiscal year; and shall prepare a statement of income and expenditures to be presented at the regular Annual Meeting, and deliver a copy of each to the members. The Treasurer shall perform all other duties incident to the office of treasurer of an association, and such other duties as may be assigned by the Board. Copies of the current financial report, including budget expenditures, shall be available to the members upon request.

6. SIGNATURES: All checks and vouchers shall be co-signed by the Chairperson or Vice Chairperson and Treasurer, or if neither Chairperson nor Vice Chairperson are available, by the Secretary.

7. COMPENSATION: No member of the Board shall receive any compensation from the Association for acting as an officer.

ARTICLE 8 AMENDMENTS

1. The By-Laws may be amended at a special meeting called for that purpose by the Board or the members.

2. The vote required to approve any amendment shall be sixty-six (66%) or more of the members' votes cast in person, proxy, or by absentee ballot. For the purposes of a special meeting called to amend the By-Laws, a lawful quorum is established if at least 116 of the votes entitled to be cast are represented in person, by proxy, or by absentee ballot at the special meeting. Therefore, in order for an amendment to occur, both of the following must occur:

- (a) at least 116 members need to vote in person or by proxy/absentee, and
- (b) at least 66% of those 116+ votes need to be in favor of the amendment.

These Amended By-Laws were properly adopted by affirmative vote at a special meeting held on November 14, 2012.

The Amended By-Laws shall supersede all former versions of By-Laws of Willowbrook Homeowners Association, Inc.

WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.



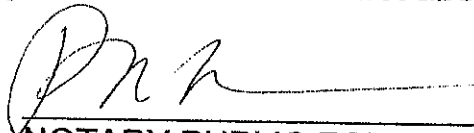
Barbara M Miller - Chairperson

STATE OF IDAHO)

County of Ada)ss

On this 14th day of November, 2012, before me, for said state, personally appeared Barbara M. Miller, known or identified to me to be the Chairperson of the Corporation who executed the instrument, or the person who executed the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

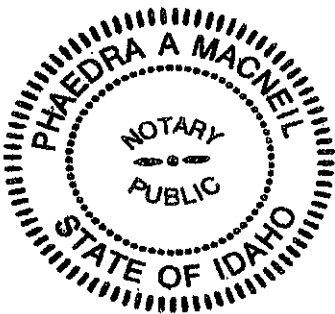
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO

Residing at: Washington Trust Bank

My commission expires: May 23, 2018



BORTON & LAKEY

~ LAW AND POLICY ~

141 E. Carlton Ave., Meridian, Idaho 83642
(208) 908-4415 (office) (208) 493-4610 (fax)

November 16, 2012

Willowbrook HOA
c/o Barbara M. Miller
5525 Willowcrest Place
Garden City, ID 83714

Re: Completed By-Laws (amended)

Dear Barbara,

Thank you for engaging our firm to draft your amended 2012 By Laws pursuant to Idaho Code and at the direction of your Board of Directors. It is our understanding that your membership has reviewed them and adopted them by vote earlier this month. Please send me a final signed copy for our records.

Again, it has been our pleasure assisting you in that regard. If you ever need anything please don't hesitate to call.

Sincerely,

BORTON & LAKEY

Joseph W. Borton

**FIRST AMENDMENT TO THE 2012 AMENDED BYLAWS
OF
WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.**

This First Amendment to the 2012 Amended Bylaws of the Willowbrook Homeowners Association is effective as of the 12th day of May, 2021 by the Willowbrook Homeowners Association, Inc. (the "Association").

WHEREAS, Article 8 of the 2012 Amended Bylaws of Willowbrook Homeowners Association (the "Bylaws") provides that the Bylaws may be amended or modified upon the affirmative vote of 66% or more of the members at special meeting of the members at which a quorum of at least 116 votes are represented in person, by proxy or absentee ballot; and

WHEREAS, the amendment to the Bylaws, as set forth hereinafter with specificity, were approved at the meeting of the members held on April 20, 2021 at which a quorum was present, to which at least 66% of the outstanding votes held voted to the amendment herein.

NOW, THEREFORE, the Bylaws of the Association are hereby amended as follows:

Article 4, Paragraph 3 of the Bylaws is hereby replaced with the following:

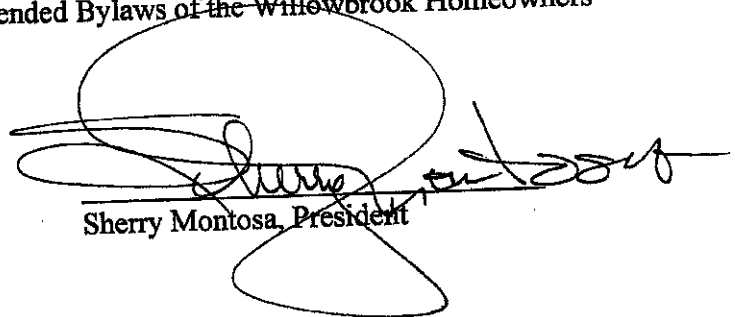
3. The Board shall not be authorized to do the following unless that action has been approved by a majority of the members at a meeting noticed and called for that purpose:
- (a) enter into any Management Agreement for the Association, Properties and/or Common Area unless such agreement contains provisions allowing for its termination by either party upon thirty (30) days written notice thereof, and without payment of a termination fee, and
 - (b) approve any expenditure for an item which is five-thousand dollars (\$5,000.00) more than the projected cost for the item as identified in a current reserve study, adjusted for inflation. However, in the case of an emergent repair or replacement, the Board may approve, by unanimous written approval, an expenditure of up to fifty-thousand dollars (\$50,000.00).

CERTIFICATION OF AMENDMENT TO BYLAWS

I, Sherry Montosa, the duly elected President of the Willowbrook Homeowners Association, Inc., hereby certify:

That this First Amendment to the Bylaws of the Willowbrook Homeowners Association, Inc., was approved pursuant to a written ballot by the Members to which said ballots exceeded the quorum required to be present at a meeting and that the number of approvals equaled or

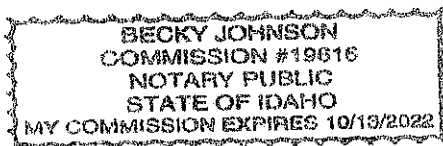
exceeded the number of votes that would be required to approve the matter, and that the same does now constitute a portion of the 2012 Amended Bylaws of the Willowbrook Homeowners Association, Inc.

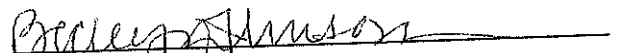

Sherry Montosa, President

STATE OF IDAHO)
) ss
County of Ada)

On this 20 day of April, 2021, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared **Sherry Montosa**, known or identified to me to be the President of Willowbrook Estates, an Idaho Corporation, the Corporation that executed the foregoing instrument or the person who executed the foregoing instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




Notary Public for Idaho
Residing at: Boise
My Commission Expires: 10/13/2022