

**BYLAWS OF  
GREENBRIAR ESTATES  
HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation is Greenbriar Estates Homeowners' Association, Inc., hereinafter referred to as the "Association".

**ARTICLE II  
DEFINITIONS**

All capitalized terms not otherwise defined herein shall have the same meaning as are ascribed to them in the Declaration of Covenants, Conditions, and Restrictions for the Greenbriar Estates Subdivision, (A Community for Persons 55 or Older), as amended from time to time, hereinafter referred to as the "Declaration".

**ARTICLE III  
MEETING OF MEMBERS**

**Section 1. Location of Meetings:** Meetings of the Members may be held at such places as may be designated by the Board.

**Section 2. Annual Meetings:** The first meeting of the Members shall be held within one (1) year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the third (3<sup>rd</sup>) Tuesday of September, at a designated hour to be determined by the Board of Directors. If the designated day for the annual meeting is unavailable due to unforeseen circumstances, the Board of Directors will determine a new date that is within a reasonable time constraint of the regular/designated annual meeting day.

**Section 3. Special Meetings:** Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of one-fourth (1/4) of the Membership who are entitled to vote.

**Section 4. Notice of Meetings:** Notwithstanding any provision contained in the Declaration, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary/Treasurer or person authorized to call the meeting, by email, hand delivery or mailing a copy of such notice, postage prepaid by first class mail, at least ten (10) days, but no more than thirty (30) days, before such meeting to each Member entitled to vote there at, addressed to the Member's email or physical address last appearing on the books of the

Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 5. Quorum:** The presence at the meeting of the Members entitled to, vote or by Proxy or absentee ballot twenty percent (20%) of the membership shall constitute a quorum for any action except as other provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at a meeting, a Member entitled to vote shall have the power to adjourn the meeting without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 6. Proxy/Absentee Ballots:** At all meetings of members, each Member may vote in person, by Proxy, or absentee ballot, but in no event shall more than one vote be cast with respect to any Single Family Lot. All Proxy or absentee ballots shall be in writing and filed with the Secretary/Treasurer of the Association, prior to the meeting.

**Section 7. Action Without a Meeting:** Any action, which under the provisions of the Idaho Nonprofit Corporation Act may be taken at a meeting of the Association, may be taken without a meeting if authorized in writing signed by all the Members who would be entitled to vote at a meeting for such purpose, and filed with the Association Secretary/Treasurer. Any action so approved shall have the same effect as though taken at a meeting of the Members.

## **ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**Section 1. Nominations:** Nominations for election to the Board shall be made by any Member prior to each annual meeting of the Members, and such Board members shall serve from the close of such annual meeting until the close of their elected term at annual meeting, commencing with the annual meeting of 2019.

**Section 2. Election.** Election of the Board Directors shall be by secret written ballot. At such election the Members or their Proxy or absentee ballot may cast, in respect to each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The election at the annual meeting of 2019 will be set as follows: two (2) Directors elected for one year term, one (1) Director for a two year term, and two (2) Directors for a three year

term. After said terms are completed by those elected for one (1) or two (2) years, said terms upon election shall be three (3) years.

**Section 3. Term Limit:** Each Director may be elected for two (2) subsequent three (3) year terms, only. They may however be reelected after a cycle term of three (3) years has been completed. However those Directors originally elected in 2019 for one (1) or two (2) years, may be nominated and elected for a full 3 year term, but are not eligible for reelection for a second term until a three (3) year term cycle has been completed.

**Section 4. Residence:** The total number of Board Directors shall be five (5) and of those five (5) only two (2) can be "seasonal residents" living in locations other than Greenbriar Estates for more than one (1) month.

## **ARTICLE V MEETING OF DIRECTORS**

**Section 1. Regular Meetings:** Regular meetings of the Board shall be held quarterly 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 shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days written notice to each Director.

**Section 3. Action Without a Meeting:** Any action, which under the provisions of the Idaho Nonprofit Corporation Act may be taken at a meeting of the Board, may be taken without a meeting if authorized in writing signed by all the members of the Board who would be entitled to vote at a meeting for such purpose, and filed with the Association's Secretary/Treasurer. Any action so approved shall have the same effect as though taken at a meeting of the Board.

## **ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The board shall have the powers, duties and obligation as are enunciated in the Declaration and Articles of Incorporation.

## ARTICLE VII OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices:** The officers of this Association shall be a President, Vice President, Secretary/Treasurer, and two (2) Directors at Large who shall at all times be members of the Board, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of the Officers:** The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

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

**Section 4. Special Appointments:** The Board may ask members of the association to perform such duties as the Board may, from time to time determine, and as the affairs of the Association may require.

**Section 5. Resignation and Removal:** Any officer may be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to the Board's President or Secretary/Treasurer. 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 or she replaces.

**Section 7. Duties:** The duties of the officers are as follows:

### 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 perform such other duties as are required by the Board.

### **Vice President**

Shall preside over the meetings in the absence of the President, and shall subscribe and perform all such duties of that office as long as necessary or upon the resignation of said officer.

### **Secretary/Treasurer**

Shall record the votes and keep the minutes of all meetings and proceedings 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.

Shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as necessary upon review and approval, as presented by the management company.

Shall work in concert with the appointed management company to keep proper records and books of account and insure that all documentation and audit per Idaho governance is completed annually.

## **ARTICLE VIII COMMITTEES**

The Association may appoint an Architectural Committee, as provided in the Declaration. In addition the Board shall appoint other committees as deemed appropriate in carrying out its purposes.

## **ARTICLE IX 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 principal office of the Association, where copies may be purchased at a reasonable cost.

## **ARTICLE X AMENDMENTS**

**Section 1. Procedure for Amendment:** These Bylaws may be amended, at a regular or special meeting of the Members, by an affirmative vote of not less than two-thirds (2/3) of the Membership present, by Proxy or absentee ballot.

**Section 2. Conflicting Provision:** In 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 Declaration and these Bylaws or the Articles, the Declaration shall control.

## **ARTICLE XI MISCELLANEOUS**

The fiscal year of the Association shall begin the first day of January and end on the 31<sup>st</sup> day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all the Directors of the Greenbriar Estates Homeowners' Association, Inc. have hereunto set our hands this 14th day of May, 2019.

Carolyn L. Hanson, President  
Ross Warner, Vice President  
Linda Burleigh, Secretary/Treasurer  
Paul Duty, Director  
Lewie O'Harra, Director

