

BY-LAWS
OF
ALBION WOODS TOWNHOUSE ASSOCIATION, INC.

ARTICLE I

The principal office of the Albion Woods Townhouse Association, Inc., (hereinafter referred to as the Association) shall be in the City of Boise, County of Ada, State of Idaho. The Association may have such other offices, either within or without the State of Idaho, as the Board of Directors may determine, or the affairs of the Association may require.

ARTICLE II

Board of Directors

1. General Powers. The property, business and affairs of the Association shall be controlled and managed by the Board of Directors.
2. Number. The Board of Directors shall consist of five (5) members. The Board of Directors may be increased by amendment of these By-Laws, provided, however, that the number of directors shall not be increased to more than nine (9), and provided, further, that a reduction in the number of directors by amendment of these By-Laws shall not have the effect of reducing the term of an incumbent director.
3. Qualifications, Election, Term. Directors need not be members of the Association and shall be elected by

the members at their annual meeting. At each election for directors, each member entitled to vote shall have the right, to cast for any one or more nominees for director a number of votes equal to the number of votes which attach to his or her membership pursuant to the Declaration of Covenants, Conditions and Restrictions of Albion Woods Townhouses (hereinafter called Declaration) recorded March 23, 1972, as Instrument No. 800523, records of Ada County, Idaho, and the Articles of Incorporation. Directors shall serve the term of one (1) year or until their successors are duly elected and qualified.

4. Removal, Resignation. Any director may be removed with or without cause by a vote of two-thirds (2/3) of the total number of votes entitled to be cast by the members of the Association at a meeting called for that purpose. Any director may resign by submitting a written notice to the Board of Directors stating the effective date of his or her resignation, and acceptance of the resignation shall not be necessary to make it effective.

5. Vacancies. Any vacancy occurring on the Board of Directors whether by removal, resignation, death, or otherwise shall be filled by majority of the remaining directors though less than a quorum of the board. A director elected to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors and until his successor is duly elected and qualified.

6. Meeting. There shall be a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association, and the board may establish regular meetings to be held at such other places and at such other times as it may determine from time to time. After the establishment of a time and place for such regular meeting, no further notice thereof need be given. Special meetings of the Board may be called by the President or upon written request delivered to the Secretary by any two directors.

7. Notice, Waiver. Five (5) days' notice of special meetings shall be given to each director by the Secretary. Such notice may be given orally, or in writing, to each director. Written waiver of notice signed by, or attendance at a meeting of the Board of Directors by a director shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in said notice.

8. Quorum, Vote Required, Adjournment. At any meeting of the Board of Directors, a majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority of the directors present and voting shall be the act of the Board of Directors. If a quorum is not present, the majority of directors present may adjourn

the meeting from time to time without further notice other than announcement at the meeting.

9. Action of Directors Without a Meeting. Any action required to be taken or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth ~~the~~ the action so taken shall be signed by all the directors entitled to vote in respect to the subject matter thereof.

ARTICLE III

Officers

1. General. The officers of the Association shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors to serve at the pleasure of the Board.

2. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall direct, supervise, coordinate, and have general control over the affairs of the Association and shall have the powers generally attributable to the chief executive officer of an association. The President shall be a director and shall preside at all meetings of the members of the Association.

3. Vice-President. A Vice-President shall act in place of the President in case of his death, absence, inability, or failure to act and shall perform such other duties and have such authority as from time to time are

delegated to him by the Board of Directors or by the President. The Vice-President shall be a director; however, if the Board of Directors elects more than one Vice-President only one so elected need be a director.

4. Secretary. The Secretary shall be the custodian of the records and the seal of the Association and shall affix the seal to all documents requiring the same and shall see that all notices are duly given in accordance with the provisions of these By-Laws as required by law, and that the books, reports and other documents and records of the Association are properly kept and filed. The Board may appoint one or more assistant secretaries who may act in the place of the Secretary in case of his or her death, absence, inability or failure to act.

5. Treasurer. The Treasurer shall have charge and custody of, and be responsible for all sorts of securities of the Association. He or she shall deposit all such funds in the name of and to the credit of the Association in such banks and depositories as shall be designated by the Board of Directors. He or she shall keep books of account and records of his or her transactions and of the financial condition of the Association and shall submit such reports thereof as the Board of Directors may from time to time require, and in general shall perform all of the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board

of Directors or the President. The Board may appoint one or more assistant treasurers who may act in the place of the Treasurer in case of his or her death, absence, inability or failure to act.

6. Compensation. Officers, agents and employees shall receive such reasonable compensation for their services as may be authorized by the Board of Directors. Appointment of any officer, agent, or employee shall not in and of itself create contractual rights of compensation for services performed by such officer, agent or employee.

7. Delegating of Powers. In case of absence of any officer of the Association or for any other reason that may seem sufficient to the Board of Directors, the Board may delegate his duties and powers for the time being to any other officer or any director.

Article IV
Rights, Duties and Obligations of the Members of
the Association

1. Membership. Every owner of a lot in Albion Woods shall be a member of the Association and no person or entity other than an owner of a lot may be a member of the Association. If title to a lot is held by more than one person, the membership related to that lot shall be shared by all such persons in the same proportionate interest and by the same type of tenancy in which the title to the lot is held. Memberships in the Association shall not be trans-

ferred except in connection with the transfer of a lot. Provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a lot.

2. Transfer of Membership. Transfer of membership in the Association shall occur upon the transfer of a title to the lot to which the membership pertains; however, the Association shall be entitled to maintain the person, persons or entity in whose name or names the membership is recorded on the books and records of the Association until such time as evidence of the transfer of title satisfactory of the Association has been submitted to the Secretary. A transfer of membership shall not release the transferor from liability or obligation accrued and incidental to such membership prior to such transfer. In the event of dispute as to ownership of a lot and to the membership appurtenant thereto, title to the lot as shown on the public records of the County of Ada, State of Idaho, shall be determinative.

3. Voting Rights. The voting rights of each member owner will be equal to the voting rights of other members. There shall be one (1) voting owner of each lot and such voting owner shall be entitled to one (1) vote for each lot as to which he or she is the voting owner. The voting owner shall be designated pursuant to the Declaration. Voting by proxy shall be permitted; however, proxies must be filed

with the Secretary twenty-four (24) hours before the appointed time of each meeting.

4. Annual Meetings. An annual meeting of the members for the purpose of electing directors and transaction of such other matters as may properly come before the meeting shall be held at 7 p.m., on the 1st day of September of each year in a convenient location in the County of Ada, State of Idaho. All business which may be lawfully transacted may be transacted at such meeting without any further or special notice.

5. Special Meeting. Special meetings of the members may be called any time by the Board of Directors or by written request of one-fifth (1/5) of the voting power of all the members and shall be held at a convenient location in the County of Ada, State of Idaho. The Secretary shall forthwith give notice to such meeting at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after the receipt of said request, and if the Secretary shall neglect or refuse to issue such call, the Board of Directors or members making request may do so.

6. Notice, Waiver. Notice of annual and special meetings of the members must be given in writing and must state the date, hour, place of the meeting and generally describe the nature of the business to be transacted. Such notice shall be delivered personally to, or deposited in the

mail, postage prepaid, addressed at the last known address as shown on the books of the Association, to the owners or any one of the co-owners of each membership as shown on the books of the Association and shall be delivered or deposited in the mail at least ten (10) days prior to the date of the meeting.

In the event that a special meeting is called by the members as aforesaid, they shall notify the Secretary in writing of that time, place and purpose of the meeting in sufficient time to permit the Secretary to give notice to all members in accordance with these By-Laws.

Written waiver of notice signed by or attendance at a meeting by the owners or any one of the co-owners of a membership shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

7. Quorum, Vote Required, Adjournment. A majority of the membership entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If a quorum is present, the action of a majority of the membership present and voting shall be the act of the members. If a quorum is not represented at a meeting, a majority of the membership present in person or by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting.

8. Certificates Held. Membership certificates held in estates or trust may be voted by the administrator, executor, guardian, trustee, conservator or receiver thereof without such membership or title to the lot being transferred to said person.

9. Conduct of the Meeting. The meeting will be conducted by the officers in order of their priority. The order of business shall be a call of the roll, a reading of the notice and proof of the call, report of officers, report of committees, unfinished business, new business, election of directors, and miscellaneous business.

Article V

Incorporation by Reference to the Declaration

1. Declaration Incorporated. Pursuant to Article X of the Articles of Incorporation of this Association, the Declaration is hereby incorporated by reference and made a part of these By-Laws as if set out in full herein. The said Declaration is annexed and appended hereto as Exhibit "A".

Article VI

Contracts, Conveyances, Checks and Miscellaneous

1. Contracts. The Board of Directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association except as otherwise specifically required by the Articles of Incorporation, or by the Declaration.

2. Conveyances and Encumbrances. Association property may be conveyed or encumbered by authority of the Board of Directors by resolution of the Board of Directors. Conveyances or encumbrances shall be executed by instrument by the President or a Vice-President and by the Secretary of the Association.

3. Checks. All checks, drafts, notes and orders for the payment of money shall be signed by such persons as the Board of Directors may authorize.

4. Fiscal Year. The fiscal year or business year of the Association shall begin on the 1st day of September and end on the last day of September following.

5. Records. The Association shall maintain accurate records, and accounts of its business and properties, and they shall be kept at such places as is from time to time fixed and designated by the Board of Directors.

6. Seal. The Board of Directors may adopt an Association seal of such design as may be appropriate.

APPROVED AND ADOPTED This 26th day of July, 1983, by the undersigned members of the initial Board of Directors of Albion Woods Townhouse Association, Inc.

J. Donald Kilbuck

Caroline Vogel

Directors

Acting Caroline Vogel
Secretary

Albion Woods Homeowners's Association, an Idaho non-profit association, does hereby assign to, delegate and appoint Albion Woods Townhouse Association, Inc., an Idaho non-profit corporation, all of its duties, powers and functions to act as Manager and the Management Body as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Albion Woods Townhouses recorded on March 23, 1972, as Instrument No. 800523, records of Ada County, Idaho.

Dated this 26th day of July, 1983.

ALBION WOODS HOMEOWNERS'S ASSOCIATION

By Caroline Vogel
Its President

The undersigned, constituting all of the owners of Albion Woods Townhouses according to the official plat thereof filed in the records of Ada County, Idaho, do hereby consent to the foregoing assignment and the Articles of Incorporation of Albion Woods Townhouse Association, Inc., ("Association") and the By-Laws of such Association and agree that the undersigned shall be and remain members of such Association during their respective periods of ownership of such townhouses and agree to comply with the terms, provisions, restrictions and assessment

provision of the same and any rules promulgated by such Association.

This acceptance may be executed in one or more counterparts, which together shall constitute the acceptance.

[Two columns of horizontal lines for signature or stamp]