

BYLAWS
OF
MEDALIST HOMEOWNERS' ASSOCIATION

ARTICLE I. NAME, PURPOSE AND RESPONSIBILITIES.....1
ARTICLE II. DEFINITIONS.....1
ARTICLE III. MEMBERSHIP MEETINGS.....2
ARTICLE IV. BOARD OF DIRECTORS.....4
ARTICLE V. OFFICERS.....7
ARTICLE VI. OBLIGATIONS OF OWNERS.....9
ARTICLE VII. AMENDMENTS TO BYLAWS.....9
ARTICLE VIII. INDEMNIFICATION.....9
ARTICLE IX. MISCELLANEOUS.....9

BYLAWS
OF
MEDALIST HOMEOWNERS' ASSOCIATION

ARTICLE I. NAME PURPOSE AND RESPONSIBILITIES

Section 1.01 **Name.** The name of the corporation is Medalist homeowners' Association.

Section 1.02 **Principal Office.** The initial principal office of the Corporation shall be at 12347 W. Medalist Dr., Boise, Idaho 83709, in Ada County, Idaho.

Section 1.03 **Application.** All present and future Owners and their tenants, future tenants, employees, and any other person that might use the facilities owned and/or managed by the Corporation in any manner, are subject to the regulations set forth in these Bylaws, and in the Declaration. The mere acquisition or rental of any of the Lots of the Property or the mere act of occupancy of any of the Lots will signify that these Bylaws are accepted, ratified, and will be complied with.

Section 1.04 **Purpose.** It is the purpose of the Corporation to protect and preserve property values and to protect the individual and collective rights and interests of the Members to provide an enjoyable aesthetically pleasing and harmonious neighborhood.

Section 1.05 **Responsibilities.** The Corporation shall have the responsibilities designated in the Declaration including without limitation administering the Common Area owned and/or managed by the Corporation, approving the annual budget, and establishing and collecting all assessments.

ARTICLE II. DEFINITIONS

Section 2.01 **Capitalized terms.** Except as otherwise defined herein, all terms herein initially capitalized shall have the same meaning as are applied to such terms in the Declaration including, without limitation, Association, Association Property, Common Area, Common Facilities, Declarant, Lot, Member, Owner, and Property.

Section II. **Declaration.** The Covenants, Conditions, Restrictions and Easements for Medalist Subdivision, recorded in the official records of Ada County, Idaho, as amended and supplemented from time to time.

ARTICLE III. MEMBERSHIP MEETINGS.

Section 3.01 **Voting.** Except for the Class B Membership as provided for in the Articles of Incorporation and the Declaration, and except as may be otherwise provided in the Declaration, each Member shall be entitled to one vote for each Lot owned by such Member.

Section 3.02 **Quorum.** Except as otherwise provided in these Bylaws, the Articles of Incorporation or the Declaration, the presence in person or by proxy of the Class B Member, and the presence in person or by proxy of the Class A Members holding at least thirty (30%) of the total votes entitled to be cast shall constitute a quorum of the Membership. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 3.03 **Proxies.** Votes may be cast in person or by proxy. Proxies must be in writing and filed with 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.

Section 3.04 **Place of Meetings.** Meetings of the Corporation shall be held on the Property or such other suitable place as may be designated by the Board of Directors.

Section 3.05 **Annual Meetings.** The annual membership meeting of the Corporation shall be held on the last Thursday of April each year or at such other time as may be determined by resolution of the Board.

Section 3.06 **Special Meetings.** The President may call special meetings of the Corporation when he or she deems it to be in the Corporation's best interest. However, the President shall call a special meeting of the Corporation when directed by two members of the Board of Directors, or upon a petition signed by Members who are entitled to vote one-third (1/3) of all the votes of the Class A Membership.

Section 3.07 **Notice of Meetings.** It shall be the duty of the Secretary to mail a notice of each annual or special meeting of the Corporation, stating the purpose thereof as well as the day, hour and place where such meeting is to be held, to each Member of record, and any person in possession of a Lot, at least ten (10) but not more than thirty (30) days prior to such meeting. The notice shall state the nature of the business to be undertaken. The mailing of a notice, postage prepaid, in the manner provided in this Section 3.5, shall be considered notice served, after said notice has been deposited in a regular depository of the United States mail. If no address has been furnished the Secretary, notice shall be deemed to have been given to a Member if posted in a conspicuous place on the Property. No business shall be transacted at a special meeting except

as stated in the notice, unless by consent of the Members holding at least four-fifths (4/5) of each class of voting Membership in the Corporation, either in person or by proxy.

Section 3.08 **Adjourned Meetings.** If any meetings of the Corporation cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not less than ten (10) days nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be the presence in person or by proxy of the Members holding at least thirty percent (30%) of the total votes entitled to be cast at such meeting. Such adjourned meetings may be held without notice thereof as provided in this Article 3, except that notices shall be given by announcement at the meeting at which such adjournment is taken. If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 3.09 **Order of Business.** The order of business at all meetings shall be as follows: (a) roll call to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) reports of committees; (e) reports of officers; (f) election of Directors; (g) unfinished business; and (h) new business. Meetings shall be conducted by the officers of the Corporation in order of their priority and shall be conducted in accordance with Robert's Rules of Order.

Section 3.10 **Action Without Meeting.** Any action, which under the provisions of the Idaho Nonprofit Corporation Act may be taken at a meeting of the Corporation, may be taken without a meeting if authorized in writing signed by all of the Members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary. Any action so approved shall have the same effect as though taken at a meeting of the Members.

Section 3.11 **Consent of Absentees.** The transactions of any meeting of the Corporation, either annual or special, however called and noticed, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the Members not present in person or by proxy signed a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made party of the minutes of the meeting.

Section 3.12 **Minutes.** Minutes or a similar record of the proceedings of meetings, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 **Number.** The Board of Directors shall consist of five (5) members.

Section 4.02 **Powers and Duties.** The Board of Directors has the powers and duties necessary for the administration of the affairs of the Corporation, as more fully set forth in the Declaration, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done exclusively by the Owners.

Section 4.03 **Special Powers and Duties.** Without prejudice to such foregoing general powers and duties, and such powers and duties as set forth in the Declaration, the Board of Directors is vested with, and responsible for, the following powers and duties:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and Facilities and the personal conduct of the Members and their guests thereon and to establish penalties for infraction thereof;

(b) To select, appoint and remove all officers, agents and employees of the Corporation, to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, the Declaration, and these Bylaws; to fix their compensation and to require from them security for faithful service when deemed advisable by the Board of Directors.

(c) To conduct, manage and control the affairs and business of the Corporation, and to make and enforce such rules and regulations therefor consistent with law, with the Articles of Incorporation, the Declaration, and these Bylaws, as the Board of Directors may deem necessary or advisable.

(d) To enforce the provisions of the Declaration covering the Property, these Bylaws or other agreements of the Corporation.

(e) To contract for and pay for, casualty, blanket, liability, malicious mischief, vandalism and other insurance, insuring the Owners, the Corporation, the Board of Directors and other interested parties, in accordance with the provisions of the Declaration, covering and protecting against such damages or injuries as the Board deems advisable, which may include without limitation, medical expenses of persons injured on the Property, and to bond the agents and employees of any management body, if deemed advisable by the Board of Directors.

(f) To operate, maintain and otherwise manage or provide for the operation, maintenance and management of the Common Area, if any, and to contract for and pay maintenance, gardening, utilities, materials and supplies, and services relating to the Common Area, if any, and to employ personnel necessary for the operation of the Common Area, if any, including legal and accounting services, and to contract for and pay for improvements and any

recreational facilities on the Common Area, if any.

(g) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended, after notice an hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(h) To fix and levy from time to time Regular, Special, and Limited Assessments as provided in the Declaration.

Section 4.04 **Qualifications.** The directors shall be Members of the Corporation. The directors shall not all be Members from the same phase of the Medalist subdivision.

Section 4.05 **Term of Office.** Directors shall be serve two (2) year terms and shall serve until their successors are duly elected and qualified or until their earlier death, resignation or removal. However, three (3) of the initial directors shall be designated to serve a term of only one (1) year. Their successors and all subsequent directors shall be elected for the designated two (2) year term. As a result, the terms of the directors will be staggered.

Section 4.06 **Election.** At each annual membership meeting, new Directors shall be elected in place of the directors whose Terms are expiring. The new Directors shall be elected by secret written ballot. Voting shall not be cumulative. In the event that an annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting held for that purpose. Any person serving as a Director may be re-elected, and there shall be no limitation on the number of terms during which a Director may serve.

Section 4.07 **Removal or Resignation.** At any regular or special meeting of the Corporation duly called, any one or more of the Directors may be removed with or without cause by a Majority of Members and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If any or all of the Directors are so removed, new Directors may be elected at the same meeting. 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.

Section 4.08 **Vacancies.** Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until a successor is elected at the next annual meeting, or at a special meeting called for that purpose. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or judicial adjudication of mental incompetence of any Director, or in the case the Members fail to elect the full number of authorized Directors at any meeting at which

such election is to take place. A director elected to fill a vacancy on the Board of Directors shall hold office for the remaining term of the director being replaced and until his or her successor is duly elected and qualified.

Section 4.09 **Compensation.** The directors shall not receive any salary or other compensation for their services as Directors; provided, however, that nothing herein contained shall be construed to preclude any Director from receiving compensation for serving the Corporation in some other capacity. Any Director may be reimbursed for actual expenses incurred.

Section 4.10 **Regular Meetings.** Regular meetings of the Board of Directors shall be held once every three (3) months at such place and hour as may be fixed from time to time by resolution of the Board. Notice of regular meetings of the Board of Directors shall be given to each Director at least three (3) days prior to the day named for such meetings, unless the time and place of such has been announced at a prior regular or special meeting, in which case such notice shall not be required.

Section 4.11 **Special Meetings.** Special meetings of the Board of Directors may be called by the President, or, if the President is absent or refuses to act, by the Vice President, or by any two (2) Directors. At least two (2) days, notice shall be given to each Director stating the time, place and the purpose of the meeting.

Section 4.12 **Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be waiver of notice by that Director of the time and place thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs such a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting.

Section 4.13 **Quorum and Adjournment.** Except as otherwise expressly provided herein, at all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.14 **Action Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the vote or written consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 4.15 **Books and Financial Statements.** The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. An annual operating statement reflecting income and expenditures of the Corporation shall be distributed to each Member within ninety (90) days after the end of each fiscal year, and to first mortgagees who have in writing requested notice of Corporation proceedings.

Section 4.16 **Committees.** The Board of Directors, by resolution, may from time to time designate such committees as the Board of Directors shall desire, and may establish the purposes and powers of each such committee created. The resolution designating and establishing a committee shall provide for the appointment of its members, as well as a chairperson, shall state the purpose of the committee, and shall provide for reports, termination, and other administration matters as deemed appropriate by the Board of Directors.

Section 4.17 **Architectural Control Committee.** In accordance with the provisions of the Declaration, the Board of Directors shall designate an Architectural Control Committee consisting of who shall each serve a term of two years.

ARTICLE V. OFFICERS

Section 5.01 **Designation.** The principal officers of the Corporation shall be a President, a Vice President, a Secretary, Treasurer, and a President Elect all of whom shall be elected by the Board of Directors and shall be members of the Board of Directors.

Section 5.02 **Election.** The officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office for one (1) year unless he or she shall sooner resign or shall be removed or otherwise disqualified.

Section 5.03 **Removal or Resignation.** Upon an affirmative vote of a majority of the entire Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified in said notice, acceptance of such resignation by the Board of Directors shall not be necessary to make it effective. 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 5.04 **Compensation.** The Officers shall not receive any salary or other compensation for their services as Officers; provided, however, that nothing herein contained shall be construed to preclude any Officer from receiving compensation for serving the Corporation in some other capacity. Any Officer may be reimbursed for actual expenses incurred.

Section 5.05 **Special Appointment.** The Board of Directors 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 of Directors may, from time to time, determine.

Section 5.06 **President and President Elect.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of a nonprofit corporation. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Corporation. The President shall cause an annual report of the work of the Association to be made at each annual membership meeting. The President shall be ex officio a member of all standing committees, and the President shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President Elect shall be the designated successor of the President and shall assume the office of President upon the expiration of the term of the existing President.

Section 5.07 **Vice President.** The Vice President shall take the place of the President and perform such duties whenever the President shall be absent, disabled or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board of Directors or these Bylaws.

Section 5.08 **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Corporation. The Secretary shall have charge of such books and papers as the Board of Directors may direct, and the Secretary shall, in general, perform all the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Corporation and of the Board of Directors required by these Bylaws or by law to be given. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.09 **Treasurer.** The Treasurer shall have the responsibility for the Corporation funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts of the Property owned by the Corporation, tax records and business transactions of the Corporation including accounts of all assets, liabilities, receipts and disbursements, all in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with the Declaration and these Bylaws, shall render to the President and Directors upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VI. OBLIGATION OF OWNERS

Section 6.01 **Assessments.** All Owners are obligated to pay, in accordance with the provisions of the Declaration, all Assessments imposed by the Corporation to meet all expenses of the Corporation. All delinquent Assessments shall be enforced, collected or foreclosed in the manner provided in the Declaration.

ARTICLE VII. AMENDMENTS TO BYLAWS

Section 7.01 These Bylaws may be amended by the Corporation at an annual meeting or at a duly constituted meeting of the Corporation for such purpose. No amendment to these Bylaws shall take effect unless approved by the affirmative votes of not less than three-fourths (3/4) of the Members eligible to vote.

ARTICLE VIII. INDEMNIFICATION

Section 8.01 **Indemnification.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor) by reasons of the fact that such persons is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such persons was unlawful.

ARTICLE IX. MISCELLANEOUS

Section 9.01 **Checks, Drafts, and Documents.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to

the Corporation shall be signed or endorsed by such person or persons, and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. However, no disbursements may be made in cash and all checks, drafts, notes and orders for the payment of money shall be signed by all least two (2) persons designated by the board of Directors for the signing of said documents. No special fund may be set aside or established that shall be inconsistent with the requirements of this section.

Section 9.02 **Receipts.** The Treasurer shall be provided originals of all receipts.

Section 9.03 **Fiscal Year.** The fiscal year or business year of the Association shall begin on the first day of January and end on the last day of December following

Section 9.04 **Records.** The Association shall maintain accurate and correct books, records, and accounts of its business and properties and they shall be kept by such places as is from time to time fixed and designated by the Board of Directors.

We, the undersigned, being the initial members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the ____ day of _____, 2004.

