

**By-Laws of
Rochester Heights Homeowner Association**

Article 1 – Name & Location of Association

The name of the association is Rochester Heights Homeowners Association (RHOA) located on N Hacienda Ave Boise ID 83703.

The purpose of the RHHOA is to provide the homeowners with governance of the common property on a nonprofit basis consonant with the provisions set forth on its Certificate of Incorporation.

**Article II
Purpose, Powers and Duties**

- a. The Association may contract, sue or be sued, with respect to the exercise of its powers. For these purposes, the powers of the Association include, but are not limited to, the maintenance and management of the common property. The Association may institute, maintain, settle or appeal actions or hearings in its name on behalf of all members concerning matters of common interests, including to but not limited to : the common property; structural components of a building or other improvements; mechanical, electrical and plumbing elements serving the property; and protests of ad valorem tax on common property.**
- b. The powers and duties of the Association include those set forth in this section.**

- c. The Association has the power to make and collect assessments and to lease, maintain and repair and replace the common areas.**
- d. The Association shall maintain financial records in accordance with generally accepted accounting standards and principles. The records shall be open to inspection by Association members or authorized representatives at reasonable times, and written summaries of such reports shall be supplied at least annually to the members of the Association. The records shall include, but not be limited to:
 - (1) A record of all receipts and expenditures.**
 - (2) An account for each member, designating the name and current mailing address of the member, the amount of each assessment, the dates on which and amounts in which the assessments come due, the amount paid on the accounts and the balance due.****
- e. The Association shall obtain and maintain adequate insurance to protect the Association; a copy of this insurance shall be made available for inspection by its members at reasonable times.**

Article III

Membership, Board of Directors

Section 1. Eligibility. Upon purchase of a lot, each lot owner shall become a member of the Association. Each lot owner consents to such membership in the Association by virtue of being a lot owner. Each member shall be issued a membership certificate and each certificate shall be equal in value to each other membership certificate and no member can acquire a greater interest therein than any other except that one (1) person, corporation or other business entity may own more than one lot and in such instance shall be entitled to one certificate per lot. Subject to the provisions of the Articles of Incorporation,

the membership certificates shall not be assigned, sold, transferred or in any other manner conveyed so that the transferee can by such transfer become a member of the Association.

Section 2. Board of Directors. The affairs of RHHOA shall be governed by a Board of Directors composed of three (3) persons, all whom shall be members of the Association residing in the subdivision.

Powers and Duties of Board of Directors:

- a. Oversee operation, care, upkeep and maintenance of the elements and areas common to all lots within RHHOA (17 improved lots)**
- b. Determination of common expenses required for the affairs of the Association including, without limitation, the operation and maintenance of the common areas.**
- c. Collection of assessments from each of its members. This includes collection of emergency assessments to cover damage to the common areas due to vandalism, fire or natural disaster.**
- d. Employment and dismissal of the personnel necessary for the maintenance and operation and the use of the common property of the Association.**
- e. Adoption and amendment of rules and regulations covering the details of the operation and the use of the common property of the Association.**
- f. Opening and maintaining a bank account on behalf to the members of the Association.**
- g. Purchase and maintain insurance for the Association.**
- h. Making repairs, additions, restorations, maintenance or alterations to the common areas including recreational facilities in accordance with the other provisions of these bylaws, after damage or destruction by fire, flood, damage by nature as a result of condemnation or eminent domain proceedings.**

Section 3. Managing Agent and Management

The Board of Directors may employ for the Association a managing body at a level of compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the manager all necessary powers.

Section 4. Election and Term of Office

- 1. At the first Annual Meeting the members shall elect the directors. The directors shall hold their respective positions for a term of two (2) years. Each board member will advance to the next position and a new member appointed and approved by the members of the association. (President after two (2) years will become Board member at large; Vice President shall advance to President, Secretary/Treasurer shall advance to Vice President; new Board of Director member assumes position and duties of Secretary/Treasurer.)**
- 2. At any annual or special meeting duly called, any Director may be removed with or without cause by the affirmative vote of the majority of the entire membership of record and a successor may then be elected to fill the vacancy thus created. A special meeting of the Association membership to recall a member or members of the Board of Directors may be called by 10 percent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting.**
 - a. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. The term of any Director who (a) becomes more than thirty (30) days delinquent in payment of his/her assessment shall automatically be suspended with no voting rights and after sixty (60) days shall be automatically**

terminated if the arrearage has not been rectified, and the remaining Directors shall appoint his/her successor as provided by the President for three consecutive regular, annual and/or special meetings will automatically be terminated and the remaining Directors will appoint his/her successor.

- 3. Vacancies in the Board of Directors caused by any reason other than removal of a director by a vote of the membership 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 by the members at the next annual meeting to serve out the unexpired portion of the term.**
- 4. Compensation. No compensation shall be paid to Board of Directors or committees for their services as Directors or Members.**

Article IV

Meetings of Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on the dates scheduled as set forth in a Resolution adopted by the Board. Meetings of the Board shall be open to all members of the Association, and notice of meetings shall be posted in a conspicuous place on the property at least 48 hours in advance, except in an emergency. Notice of any meeting in which assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered, and of the nature of those assessments.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President on three days notice of each Director, given personally or by mail, telephone or e-mail,

which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) directors.

Section 3. 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 a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4. Quorum. 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 the 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 be 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 which might have been transacted at the meeting as originally called may be transacted at the meeting as originally called may be transacted without further notice.

Article V

Membership Meetings

Section 1. Annual Meetings. The annual meeting of the membership shall be held on a date near the first week of May of each year. At such meetings the Board of Directors shall be elected by a majority vote of the members of each class in accordance with the requirements of the Articles of Incorporation and these Bylaws. The members may transact

such other business at such meetings as may properly come before them.

Section 2. Special Meetings. It shall be the duty of the President to call a special meeting of the members when so directed by resolution of the Board of Directors or upon written demand describing the purpose for the meeting signed and dated by not less than ten percent (10%) of the total members of the Association , and delivered to a Board member. No business shall be transacted at a special meeting except as stated in the notice.

Section 3. Place of Meeting. The meeting of the members shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail, by first class mail, a notice of each annual or special member meeting at least thirty (30) days in advance, but not more than sixty (60) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record to such address as provided by the member. In the case of an adjourned or rescheduled meeting, notice shall be provided not less than five (5) days in advance of the rescheduled meeting date. The mailing of a notice in the manner provided in this section shall be considered service and notice.

Section 4. Adjournment of Meetings. If any meeting of the members cannot be held because a quorum is not present, a majority of the members who are present at such meeting, 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 scheduled.

Section 5. Order of Business. The order of business at all annual meetings of the members of the Association shall be as follows:

(a). Roll call

(b). Proof of notice of meeting

- (c). Reading of minutes of previous meeting by secretary**
- (d). Report of officers**
- (e). Report of committees**
- (f). Report of Board of Directors**
- (g). Election of inspectors of election (when so required)**
- (h). Unfinished business**
- (i). New business**

Section 6. Voting. The members or some person designated by such member or members to act as proxy on his/her behalf and who need not be a member, shall be entitled to cast votes at all meetings of members. Designation of such proxy shall be made in writing to the secretary, and shall be revocable at any time by written notice to the secretary by the member or members so designated. A fiduciary shall be the voting member with respect to any lot owned in a fiduciary capacity.

Section 7. Quorum. Except as provided in these bylaws, the presence at any meeting, in person or proxy of the members, representing at least sixty percent (60%) of the total votes of all members. If any meeting cannot be held because a quorum is not present, the members may adjourn the meeting.

Section 8. Majority Vote. The vote of two-thirds (66 2/3%) of the members at a meeting in which a quorum is present shall be considered a majority vote and shall be binding upon all members for the purposes except wherein the Declaration, or these bylaws, a higher percentage vote is required.

Article VI

Officers

Section 1. Designation. The principal officers of the Association shall be the President, Vice President, and Secretary/Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant secretary and such other officers as in its judgment may be necessary. All officers shall be members of the Board of Directors.

Section 2. Election of Directors. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold at the pleasure of the Board of Directors.

Section 3. Definition.

President. The president shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Board of Directors. He/she shall have all of the general powers and duties which are incident to the office of president of a corporation organized under the Idaho Nonprofit Corporation Act, including, but not limited to, the power to appoint committees among the members from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct and affairs of the Association.

Vice President. The Vice President shall take the place of the President and perform those duties wherever the president shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other director to act in the place of the president on an interim basis. The Vice President shall also perform such other duties as from time to time may be imposed upon him/her by the Board of the Directors or by the President.

Secretary/Treasurer. The secretary/treasurer shall have the responsibility for the Association of keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He/she shall be responsible for the deposit of all money and other valuable effects in the name of the Board of Directors, or the managing agent, in such deposit as may from time to time be designated by the board of Directors, and he/she shall, in general, perform all the duties incident to the office of treasurer of a corporation organized under the Idaho Nonprofit Corporation Act.

The secretary shall verify the keeping of the minutes of all meeting of the Board of Directors and Members of the Association.

The secretary shall have custody or appoint a designated person to have custody of the seal of the Association; shall have charge of books and papers of the Association. Minutes of all meetings of members and board of directors or trustees shall be kept in a businesslike manner and shall be available for inspection by members at reasonable times. These records shall be retained for a period of not less than seven (7) years.

Article VI Amendments

These bylaws may be amended by the affirmative vote of the majority of the members of record attending a duly constituted annual or special meeting of the Association. Amendments may be proposed by the Board of Directors or by petition signed by a least twenty percent (20%) of the membership of the Association. A description of any proposed amendment (s) shall accompany a notice of any annual or special meeting at which such proposed amendment is to be voted upon.

Article VII