

**BYLAWS
OF
MUIR WOODS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
AMENDED
APRIL 27, 2022**

ARTICLE I - NAME AND LOCATION

Section 1. Name: The name of this organization shall be Muir Woods Subdivision Homeowners Association, Inc. (Hereinafter referred to as the “Association”).

Section 2. Location: The principal office of the Association shall be located in Boise, Idaho, but may be changed from place to place upon vote of the Board of Directors, such place being published and distributed to owners annually.

ARTICLE II – OBJECTIVES

Section 1. Affiliation: This Association is not affiliated with any other association or entity.

Section 2. Specific Objectives: The objectives of the Association shall be to serve its members and the general public and to promote the general welfare, by performing, inter alia, the following:

(i) to act as a homeowners’ association and to manage the property, affairs, and assets of the homeowners of Muir Woods Subdivision;

(ii) to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and/or devised to, or acquired by, the Association;

(iii) to sell, convey, dispose of, or exchange both real or personal property; and,

(iv) to do any and all things convenient and incidental to the purposes of the Association.

ARTICLE III – MEMBERSHIP

Section 1. The qualifications for Membership in this Association shall be ownership of a lot within Muir Woods Subdivision subject to assessment, including contract sellers, by virtue of being an owner, and for so long as such ownership is maintained. When more than one person holds an interest in any building lot, all such persons shall be members. The membership in this Association shall not be transferred, pledged, assigned, or alienated except upon the transfer of owner’s title.

Section 2. Honorary Membership: Honorary membership may be conferred upon persons, and may be terminated, within the sole discretion of the Board of Directors of the Association (hereinafter referred to as the "Board").

ARTICLE IV – GOVERNMENT

Section 1. Board of Directors: The government of this Association shall be vested in a Board of Directors consisting of not less than three (3) and not more than nine (9) members, all of whom will be elected equally as members of the Architectural Control Committee and Directors At Large.

Section 2. Duties of the Board: The Board shall supervise, control and manage the accounts, properties, and directions of the Association.

Section 3. Election of Board: The Directors of this Association shall be elected annually in the manner prescribed in Article V of these Bylaws, or until their successors are duly elected and qualified.

Section 4. Vacancies: Vacancies on the Board may be filled by appointment by the President, subject to approval by a majority of the Board.

Section 5. Architectural Control Committee: The Board of Directors and the Architectural Control Committee (the "ACC") shall be one and the same, and each shall retain the powers of both in one body. One member of the Board shall serve as the ACC Facilitator.

ARTICLE V – ELECTIONS

Section 1. Time: Annual elections shall be held by ballot prior to the Annual Meeting, with newly elected Directors taking office at the conclusion of the Annual Meeting.

Section 2. Nominating Committee: Not less than sixty (60) days prior to the elections, the President shall appoint, with the approval of the Board, a nominating committee of not less than two (2) members.

Section 3. Eligibility for Office: Any member of this Association, whose fees are current, shall be eligible to hold office. Applications for nomination must be submitted to the nominating committee no later than thirty (30) days prior to the annual meeting.

Section 4. Voting: Voting shall be by secret ballot and in accordance with Article VI, Section 4. Absentee ballots will be recognized if received in the office of the management services company by the close of the last business day prior to the day of the Annual Meeting. Voting by proxies shall not be allowed.

Section 5. Nominations: The nominating committee shall instruct the management services company to mail to the members of the Association, an official ballot listing nominations for Directors. Such mailing must be postmarked not less than fifteen (15) days prior to the annual election.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1. Annual Meeting: The Annual Meeting of the Association shall be held at such place and on such dates as may be determined by the Board.

Section 2. Special Meetings: Special meetings of the Association may be called by the Board at any time and shall be called by the President upon receipt of a written request by fifteen (15) or more members within thirty (30) days after the filing of such request. The business to be transacted at special meetings shall be stated specifically in the notice thereof, and no other business may be considered.

Section 3. Notice of Meetings: Written notice of meetings of the Association shall be mailed to the last known address of each member. Such mailing shall be postmarked no less than fifteen (15) days prior to the date of the meeting. Such notice may be included as part of a mailed newsletter or other mailed notification.

Section 4. Voting at All Regular Meetings: Voting at all regular meetings of the Association shall be carried out by members, whose fees are current. Members shall cast the votes attributable to the building lots which they own. The number of votes any Member may cast on any issue is determined by the number of building lots owned. When more than one person holds an interest in any building lot, all such persons shall share the one vote attributable to that lot and no fractional votes will be permitted. Unless otherwise specifically required, a simple majority vote of those present and voting combined with any qualified absentee ballots shall govern.

Section 5. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of those members present at said meeting, provided that no less than fifteen (15) owning a building lot are present.

Section 6. Cancellation of Meeting: The Board may cancel any annual or special meeting for cause; such meeting shall, however, be reset within a reasonable time.

Section 7. Rules: The meetings and proceedings of this Association shall be regulated and controlled according to ROBERT'S RULES OF ORDER (Revised) for parliamentary procedure except as may be otherwise provided by these Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Authority and Responsibility: The governing body of this Association shall be the Board. The Board shall supervise, control and direct the affairs of the Association, its officers, its

committees, and its publications. The Board shall also determine policy or changes therein, and shall actively carry out its objectives and supervise the collection and disbursement of the Association's funds. Funds of the Association may be withdrawn from the financial institutions with which they are on deposit by obtaining signatures in accordance with Article VIII, Section 4.

Section 1.1 Officers: At the first regular meeting following election of Directors, the newly elected Board shall elect the following Officers of the Board: the President, Vice President, Secretary, Treasurer, and ACC Facilitator. Further, the newly elected Board shall, in the form of a written resolution unanimously adopted by the Board, delegate to the ACC Facilitator the responsibility to take any action or perform any duties for and on behalf of the Architectural Control Committee.

Section 2. Meetings: Regular meetings of the Board shall generally be held monthly at the discretion of the Board but not less than once quarterly. Special meetings shall be held whenever necessary. At all such meetings of the Board, a majority of the directors shall constitute a quorum

Section 3. Attendance: If any member of the Board shall fail to attend three (3) consecutive regular Board meetings, or shall miss five (5) or more of any twelve (12) consecutive regular Board meetings without satisfactory cause, or is not otherwise actively participating in the Board's affairs or is not executing the duties of their office, the Board shall, after written communication with such member, vote to declare the position vacant and proceed to fill such vacancy.

Section 4. Compensation: No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 5. Rules of Order: ROBERT'S RULES OF ORDER (Revised) shall be used in the general conduct of business that comes before the Board, except as otherwise specifically provided in these Bylaws.

ARTICLE VIII - POWERS AND DUTIES OF THE BOARD AND OFFICERS

Section 1. President: The President shall be the chief executive officer of the Association. They shall preside over all meetings (except as provided in Section 2 of this Article). They shall have general and active management responsibilities of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. They shall serve as an ex-officio voting member of all standing and special committees of the Association. They shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Section 2. Vice President: The Vice President shall, in the absence of the President, serve as acting President.

Section 3. Secretary: The Secretary, assisted by a management services company employed by the Board, shall give notice of, and when possible attend, all meetings of the membership, the Board, and the executive committee, and shall preserve in the books of the Association true and complete minutes of the proceedings of all such meetings. They shall safely keep in their custody the seal, if any, of the Association and shall have authority to affix the same to all instruments where its use is required and duly authorized in accordance with the provisions of law and these Bylaws. They shall execute the Association's Annual Report pursuant to IC §30-30-102. They shall keep a register of the post office address of all members, and in general perform all duties, which may be delegated to them by the Board or by the President.

Section 4. Treasurer: The Treasurer, assisted by a management services company employed by the Board, shall be responsible for the collection of dues, shall keep the books of the Association, shall review all billings and disburse funds at the direction of the Board, and shall be responsible for the timely filing of tax returns. The Treasurer shall provide an annual financial statement to the Board and such periodic summary statements as may be requested by the President or the Board. Funds of the Association may be withdrawn from the financial institutions with which they are on deposit by two "Signatories". Signatories, one of whom must be a Board member, will be designated by the Board of Directors each year and recorded in the Minutes of the Board of Directors.

Section 5: Architectural Control Committee Facilitator: The ACC Facilitator shall be responsible for evaluating and rendering approval or rejection of all ACC applications. The ACC Facilitator shall be designated to act for the Board/ACC.

Section 6. Association Rules: The Board of Directors shall be empowered to adopt, amend, or repeal such rules and regulations as it deems reasonable and appropriate, binding upon all persons subject to the Declarations Establishing Covenants, Conditions, and Restrictions governing the use and occupancy of the common areas or any other part of the subdivision.

Section 7. Indemnification and Non-Liability: To the fullest extent permitted by law, every director and every officer of the Association, members of committees appointed by the Board of Directors, and every other person serving as a direct agent of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorneys' fees incurred by or imposed upon such member in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of such member being or having served in such capacity on behalf of the Association, whether or not they are a director, officer, or agent. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such persons may be entitled at law or otherwise.

ARTICLE IX - STATEMENT OF POLICIES

Section 1. Fiscal Year: The Association's fiscal year shall be January 1 through December 31.

Section 2. Limitations. No part of the earnings or income, if any, of the Association shall inure to the benefit of any member or other person. No substantial part of the activities of the Association shall be to carry on political or lobbying activities, or to otherwise attempt to influence legislation, nor shall the Association participate in, or intervene in, any political campaign, including publishing or distributing statements, on behalf of any candidate for public office.

Section 3. Dissolution: In the event of the dissolution of this Association, to the extent allowed under applicable law, after paying or adequately providing for the debts and obligations of the Association, all remaining assets of the Association shall be distributed to the members of the Association. In the event that, for any reason upon the dissolution of this Association, the Board of Directors of the Association shall fail to act within a reasonable time, any court of competent jurisdiction, upon application by any interested person or entity, may make distribution as herein provided of said assets. In any and all events, all legitimate debts and obligations of the Association shall be paid or otherwise disposed of prior to distribution of such assets.

ARTICLE X - AMENDMENTS AND INTERPRETATION

Section 1. Amendments. These Bylaws may be amended by a simple majority of the members voting in an election to amend these Bylaws, provided that written notice of the proposed action has been sent to each member of the Association at his or her last known address, at least ten (10) days prior to the established voting deadline. No amendment shall be made which would disqualify the Association for non-profit status pursuant to §501(c)(3), et seq., Internal Revenue Code of 1954, as amended, including all regulations and other provisions relating thereto.

Section 2. Interpretation: The use of any gender herein shall include all genders and these Bylaws shall be interpreted accordingly. The singular shall include the plural and the plural the singular. These Bylaws shall be interpreted pursuant to the laws of the State of Idaho, and especially the terms of the Idaho Non-Profit Corporation Act, Idaho Code §30-30-101, et seq.

THE UNDERSIGNED, the Directors and Secretary of the Association, do hereby certify that the foregoing Amended Bylaws were regularly adopted at the annual meeting of the members of the Association, held on April 27, 2022, by a two thirds (2/3) majority vote of those present and voting, and adopted at a meeting of the Board of Directors of the Association on the signature date, all as shown by the following assents and signatures.



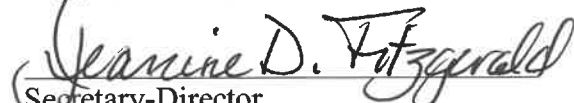
President-Director

7-14-22
Date



Vice President-Director

7-14-22
Date



Secretary-Director

7-14-22
Date

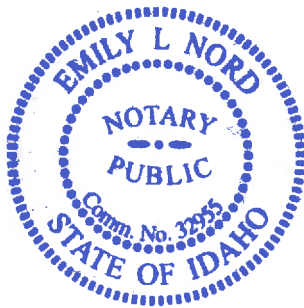
STATE OF IDAHO)

) ss.

COUNTY OF ADA)

On this day, July 14, 2022, before me, EMILY L. NORD, a Notary Public in and for the State of Idaho, personally appeared the above directors, known to me or identified to me or proved to me on the basis of satisfactory evidence to be an officer of the Board of Directors of Muir Woods Homeowners Association, Inc., and to be the person whose name is attached to the foregoing instrument and acknowledged to me that said corporation executed the same.

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



Emily L. Nord

Notary Public for Idaho

Residing at Boise, Idaho

My Commission expires on

Nov. 5, 2023