

**BYLAWS**  
**OF**  
**ADAMS COTTAGES**  
**HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLE I. NAME AND LOCATION**

The name of the corporation is ADAMS COTTAGES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at 3380 W. Americana Terrace, Suite 120, Boise, Idaho 83706, but meetings of Members and directors may be held at such places within the State of Idaho, as may be designated by the Board of Directors.

**ARTICLE II. DEFINITIONS**

The following terms shall have the following meanings:

Section 1. "ASSOCIATION" shall mean and refer to Adams Cottages Homeowners Association, Inc., a nonprofit corporation organized under the laws of the State of Idaho, its successors and assigns.

Section 2. "COMMON AREA" shall mean all real property and improvements thereon owned by the Association for the common use and enjoyment of the Owners.

Section 3. "DECLARANT" shall mean and refer to NHS Community Services, LLC and, subject to the provisions of the Declaration, its assigns.

Section 4. "DECLARATION" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Adams Cottages Subdivision recorded in the Office of the County Recorder of Ada County, State of Idaho, as the same may be amended from time to time.

Section 5. "LOT" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties.

Section 6. "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 7. "OWNER" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

successors determined in accordance with this Article. At such meeting, and at each annual meeting of Members thereafter, the directors shall be elected by the Members; provided however, that if for any reason any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of Members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 3. Removal: Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

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

Section 5. Action Taken Without A Meeting: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### **ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination: Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. Such nominations may be made from among Members or nonmembers.

Section 2. Election: Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### **ARTICLE VI. MEETING OF DIRECTORS**

Section 1. Regular Meetings: Regular meetings of the Board of Directors 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 of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

- E. Procure and maintain liability and hazard insurance on property owned by the Association as more fully provided for in the Declaration.
- F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- G. Cause the Common Area to be maintained as more fully provided for in the Declaration.
- H. Perform or cause to be performed all other duties imposed upon the Association or the Board by the provisions of the Declaration.

## ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices: The officers of this Association shall be a president who shall at all times be a Member of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time create by resolution.

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

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

Section 4. Special Appointments: The Board 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 may from time to time determine.

Section 5. Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the president or the secretary. 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 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 replaced.

Section 7. Multiple Offices: The offices of vice president, secretary and/or treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

## **ARTICLE XII. CORPORATE SEAL**

The Association may have a seal as determined by the Board of Directors.

## **ARTICLE XIII. AMENDMENTS**

The Bylaws of the Association may be altered, amended, or new Bylaws adopted at any regular meeting or at any special meeting of the Members thereof, called for that purpose, by the affirmative vote of two-thirds (2/3) of the Members present at such meeting; provided, that a quorum as specified herein or in the laws of the State of Idaho be present; provided further, however, that notwithstanding the foregoing, Declarant may amend these Bylaws from time to time for the purpose of adopting any amendment which may reasonably be requested by any proposed mortgagee or by any institutional holder intending to purchase a mortgage, in order to assure such mortgagee or institutional holder that its interests are adequately protected, or in order to comply with the requirements or regulations of any governmental or quasi-governmental entity or institution holding or insuring a mortgage.

In the 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, the Declaration shall control.

## **ARTICLE XIV. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

Section 1. Directors and Executive Officers: The corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Nonprofit Corporation Act (the "Act"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment); provided, however, that the corporation may limit the extent of such indemnification by individual contracts with its directors and officers; and, provided further, that the corporation shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the corporation or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law; (ii) the proceeding was authorized by the Board of Directors of the corporation, or (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the Act.

Section 2. Other Officers, Employees and Other Agents: The corporation shall have the power to indemnify its employees and other agents as set forth in the Idaho Nonprofit Corporation Act.

Section 3. Good Faith: For purposes of any determination under this Article XIV, a director or officer shall be deemed to have acted in good faith and in a manner he reasonably

to action in any other capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, as provided by law.

Section 7. Survival of Rights: The rights conferred on any person by this Article XIV shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs and personal representatives of such a person.

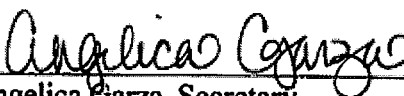
Section 8. Amendments: Any repeal or modification of this Article XIV shall only be prospective and shall not affect the rights under this Article XIV in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any proceeding against any director, officer, employee or agent of the corporation.

Section 9. Savings Clause: If this Article XIV or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director or officer to the full extent permitted by any applicable portion of this Article XIV that shall not have been invalidated, or by any other applicable law.

#### ARTICLE XV. MISCELLANEOUS

Unless otherwise determined by the Association's Board of Directors, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

The foregoing Bylaws shall be effective the 20 day of September, 2016.

  
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Angelica Garza, Secretary

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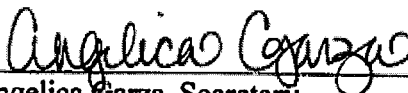
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