

**BYLAWS OF THE  
CARLTON BAY TOWNHOMES ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation is the Carlton Bay Townhomes Association, Inc., hereinafter referred to as the "Association."

**ARTICLE II  
DEFINITIONS**

All capitalized terms not otherwise defined herein shall have the same meaning as are ascribed to them in the Declaration of Covenants, Conditions, and Restrictions for Carlton Bay Townhomes, as amended from time to time (hereinafter referred to as the "Declaration").

**ARTICLE III  
MEETING OF MEMBERS**

Section 1. Location of Meetings. Meetings of the Members may be held at such places as may be designated by the Board.

Section 2. Annual Meetings. The first meeting of the Members shall be held within one (1) year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock, P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 4. Notice of Meetings. Notwithstanding any provision contained in the Declaration, written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by electronic communication, hand delivery or mailing a copy of such notice, postage prepaid by first class registered mail, at least fifteen (15) days, but no more than sixty (60) days, before such meeting to each Member entitled to vote thereat, addressed to the Member's physical or electronic communication address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum, Voting and Proxies. The presence at the meeting of Members entitled to cast, or proxies entitled to cast, one-fourth (1/4) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of the Carlton Bay Townhomes Association, Inc. ("Articles of Incorporation"), the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at a meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Unless otherwise required in these Bylaws, the Declaration or Articles of Incorporation, the affirmative vote in person or by proxy of a majority of Members at a duly called meeting at which a quorum is present shall be required for Member action. There shall be no cumulative voting.

At all meetings of Members, each Member may vote in person or by proxy, but in no event shall more than one (1) vote be cast with respect to any Lot owned by more than one (1) Class A Member. All proxies shall be in writing and filed with the secretary.

Section 6. Action Without A Meeting. Any action, which under the provisions of the Idaho Nonprofit Corporation Act may be taken at a meeting of the Association, 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 Association's secretary. Any action so approved shall have the same effect as though taken at a meeting of the Members.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board shall be made by any Member prior to each annual meeting of the Members.

Section 2. Election. The directors shall be elected at the annual meeting of Members; and if, for any cause, the directors shall not have been elected at an annual meeting, they may be elected at a special meeting called for that purpose in the manner provided by these Bylaws. The term of each director shall expire at the next annual meeting. Despite the expiration of a director's term, the director continues to serve until the director's successor shall have been elected and qualified or until there is a decrease in the number of directors. Election to the Board shall be by secret written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Quorum and Voting. A quorum shall consist of a majority of directors, and shall be necessary for the transaction of business. Each director present at a meeting is entitled to one vote. No directors shall be entitled to accumulate his or her votes, and no director may vote by proxy. A majority vote is required for the approval of any Board action.

Section 4. Number of Directors. The authorized number of directors shall be a minimum of three directors. Subject to the foregoing sentence, the number of directors can be increased or decreased by the Members; provided, that no decrease in the number of directors shall shorten the term of any incumbent director.

Section 5. Resignations and Vacancies.

(a) Any director may resign at any time effective upon giving written notice to the president or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective. Resignations of a director shall also constitute resignation as an officer.

(b) Except as provided in Section 6, any vacancy on the Board may be filled only by the remaining directors. Each director elected to fill a vacancy shall hold office until the expiration of the term of the replaced director and until such replacement director's successor has been elected and qualified.

Section 6. Removal of Directors. All or any number of the directors may be removed, with or without cause, at a meeting called expressly for that purpose by a vote of seventy-five percent (75%) of Members entitled to vote at a meeting in which a quorum is present. In the event that any one or more of the directors shall be so removed, new directors may be elected at the same time to fill the unexpired term or terms of the director(s) so removed.

## **ARTICLE V MEETING OF DIRECTORS**

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

Section 3. Action Without A Meeting. Any action, which under the provisions of the Idaho Nonprofit Corporation Act may be taken at a meeting of the Board, may be taken without a meeting if authorized in writing signed by all of the directors of the Board who would be entitled to vote at a meeting for such purpose, and filed with the Association's secretary. Any action so approved shall have the same effect as though taken at a meeting of the Board.

## **ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The Board shall have the powers, duties and obligations as are enunciated in the Declaration and Articles of Incorporation.

## **ARTICLE VII 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, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board 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 he or she 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 by 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 it 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 he or she replaces.

Section 7. Multiple Offices. More than one office may be held by the same person, provided that the offices of president and secretary may not be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall perform such other duties as are required by the Board.

Secretary

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(c) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review, compilation or audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures and shall perform such other duties as required by the Board.

**ARTICLE VIII  
COMMITTEES**

The Board may appoint committees as deemed appropriate in carrying out its purposes.

**ARTICLE IX  
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

**ARTICLE X  
AMENDMENTS**

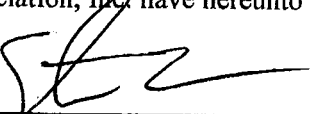
Section 1. Procedure for Amendment. These Bylaws may be amended, at a regular or special meeting of the Members at which a quorum is present, by an affirmative vote of not less than two-thirds (2/3) of each class of Members.


Section 2. Conflicting Provision. 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 or the Articles, the Declaration shall control.

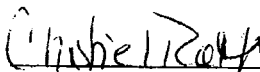
**ARTICLE XI  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Carlton Bay Townhomes Association, Inc. have hereunto set our hands this 12 day of December, 2013.

  
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Steven E. Roth, Director

  
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Teri Irvin, Director

  
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Christie L. Roth, Director

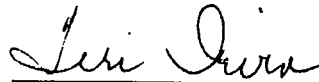
**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Carlton Bay Townhomes Association, Inc., an Idaho corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board thereof, held on the 6 day of December, 2013.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 6 day of December, 2013.



Teri Irvin, Secretary