

# AMENDED AND RESTATED BY-LAWS

FOR

LAKWOOD UNIT NO. 2 HOMEOWNERS ASSOCIATION, INC.

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## ARTICLE I

### NAME AND LOCATION

The name of the corporation is LAKWOOD UNIT NO. 2 HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." Meetings of members and directors may be held at such places within the State of Idaho, County of Ada, as may be designated by the Board of Directors.

## ARTICLE II

### DEFINITIONS

Section 1. "Association" shall mean and refer to the LAKWOOD UNIT NO. 2 HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all the real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Recorder of Ada County, Idaho.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III  
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual 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 each year the fourth Wednesday in February, unless the Board of Directors shall select another date.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request by at least 20% of the members who are entitled to vote.

Section 3. Notice of Meetings. At least fifteen (15) days before each meeting of members a written notice shall be given to each member entitled to vote by, or at the direction of, the secretary or person authorized to call the meeting, using one or more of the following methods:

- a) Delivering such notice in person with a signature request of acceptance and/or
- b) Mailing a copy of such notice and/or
- c) Sending a copy of such notice using electronic communications.

Notices will be sent or delivered to the member's contact information last appearing on the books of 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 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies or of absentee ballot entitled to cast, one-tenth (1/10) of the votes of member shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy or if applicable, by absentee ballot. All proxies shall be in writing and filed with the board president or designee. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot, or after 11 months after granted, whichever comes first.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect directors sufficient in number to fill all vacancies for a term of three (3) years.

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 of 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 by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and one (1) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by a show of hands unless a secret written ballot is requested by a member. 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

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly (at least 10 out of 12 months of the year) with notice to the membership of date, place, hour and agenda.

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 (2) directors, after not less than three (3) day 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.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- a) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon and to establish penalties for the infraction thereof;
- b) Suspend the voting rights and right to the use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;
- d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- e) Employ a manager, managing agent, an independent contractor or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by 20% of members in good standing;

- b) Supervise all officers, agents and employees of this Association and see that their duties are properly performed;
- c) As more fully provided in the Declaration, to:
  - 1) Fix the amount of the annual operating and reserve assessments against each Lot at least thirty (30) days in advance of each annual assessment period;
  - 2) Send written notice via in-person delivery, mail and/or electronic communications of each assessment to every Owner, subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - 3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action by law, in accordance with the Association's written procedure, against the owner personally obligated to pay the same;
- d) Issue, or to cause an appropriate officer to issue, upon demand by any person, written documentation setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board for issuance of this written documentation. If written documentation states an assessment has been paid, such written documentation shall be conclusive evidence of such payment.
- e) Procure and maintain adequate liability insurance on property owned by the Association;
- 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; and
- h) This list of duties is not to be considered all inclusive.

Section 3. Liability. The Directors shall not have any personal liability to the Owners for the ordinary exercise of their judgment in conducting the affairs of this Corporation, unless the party asserting liability in a proceeding satisfies the requirements set forth in Idaho Code 30-29-831 (as amended or suspended).

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, 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 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 he shall sooner resign or be removed or otherwise be 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 being replaced.

Section 7. Multiple Offices. The offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

#### President

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written financial and governing instruments; sign promissory notes; and shall exercise and discharge other duties as may be required.

#### Vice-President

The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board;

#### Secretary

The secretary, or designee shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings 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 may be required by the Board;

### Treasurer

The treasurer, or designee shall ensure the following duties are completed: receive and deposit in appropriate bank accounts all monies of the Association and disperse such funds as directed by the Board of Directors, sign promissory notes of the Association, keep proper books of account, and prepare all annual budgets and a statement of income and expenditures to be represented to the membership at its regular annual meeting and deliver a copy of each to the members; perform such other duties as may be required by the Board.

## ARTICLE IX

### COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE X

### 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 By-Laws of the Association shall be available for inspection by any member on the Association's homeowner electronic portal or upon request and copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual operating, reserves and special assessments which are secured by a continuing lien upon the property against which the assessment is made; any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of the rate of six percent (6%) per annum. The Association may bring an action at law, including but not limited to collections, liens, foreclosures, against the Owner who is personally obligated to pay. Interest and reasonable collection, attorney, and

other fees of such actions shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a simple majority vote of the full membership, in person, by proxy or absentee ballot.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, The Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of every year.

The foregoing was adopted as the By-Laws of Lakewood Unit No. 2 Homeowners Association, Inc. at a Homeowner By-Laws Revision Special Meeting on August 17, 2023.

In WITNESS WHEREOF, the undersigned lot owner set their hands on the date indicated.

Betty Van Sheluwe 8-21-2023

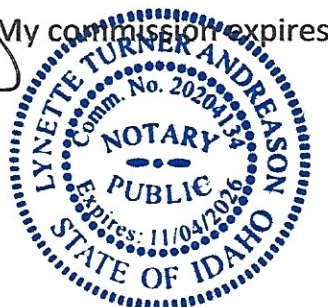
Lakewood Unit No. 2 Homeowners Association, Inc. President Date

State of IDAHO County of ADAMS

Subscribed and sworn to (or affirmed) before me this 21<sup>st</sup> day of AUGUST, 2023

by BETTY VAN SHELWUDE.

Lynette Turner Anderson  
Notary Public



My commission expires 11/04/2026