

BY-LAWS
of
WHITE BARN OWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the cooperation is WHITE BARN OWNERS ASSOCIATION, INC. hereinafter referred to as the "Association." The principal address of the corporation shall be located 1785 E Star Ln Meridian ID 83646, but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to the WHITE BARN OWNERS ASSOCIATION, INC., a NON-PROFIT IDAHO corporation, its successors and assigns.

Section 2. "Property" 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 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 Property with the exception of the Common Area.

Section 5. "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 a part of the Property.

Section 6. "Declarant" shall mean and refer to the original developer of all the properties, which now comprise individual lot owners and the common areas.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property know as the SAM'S ESTATE SUBDIVISION, including amendments and supplements thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Proxy" A written authorization, signed by an owner, allowing a designated individual to vote on a specific issue or issues in their place, because they cannot attend the meeting in person.

Section 10. "Absentee Ballot" A ballot that is cast by an owner that is unable to attend the Annual Meeting. The Absentee Ballot will contain names of Directors nominated by the nominating committee and spaces for

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write in candidates. The Absentee ballot must be marked Absentee Ballot and contain the address and signature of an Owner.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** Annual meetings of the members shall be held every year with the date, time, place and method set by the Board of Directors.

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 of the members who are entitled to vote 20% of all of the votes entitled to be cast of the membership.

Section 3. **Notice of Meetings.** 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 delivering a copy of such notice by, personal delivery, telephone, fax, telegraph or by mail (electronic or postage prepaid), at least thirty (30) days but not more than sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the member's 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 4. **Quorum.** The presence at any such meeting called the presence of members or of proxies or Voting Representatives entitled to cast at least 51% of all the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at such subsequent meeting shall be two-thirds (2/3) of the quorum requirement for such prior meeting. The Association may call as many subsequent meetings as may be required to achieve a quorum (the quorum requirement being reduced for each such meeting). No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. **Voting.** At every meeting of the members, each member shall have the right to cast a vote. The vote of the members representing fifty-one percent (51%) of the total of the votes present in person or by proxy shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by the express provision of law or of the Articles of Incorporation, or of the Declaration or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. The vote for any Lot which is owned by more than one person may be exercised by any of the co-owners present at any meeting unless any objection or protest by any other owner of such Lot is noted at such meeting. In the event all of the co-owners of any Lot who are present at any meeting of the members are unable to agree on the manner in which the votes for such Lot shall be cast on any particular question, then such vote shall not be counted for purposes of deciding that question. No member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association.

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Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy in the conduct of normal association business. All proxies shall be in writing and filed with the Secretary. Every proxy shall be content specific and pre-printed. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 7. Order of Business. The order of business of all meetings of the members shall be as follows:

- A. roll call;
- B. proof of notice of meeting or waiver of notice;
- C. reading of minutes of preceding meeting;
- D. reports of board and officers;
- E. election of directors, if any are to be elected;
- F. unfinished business; and
- G. new business.

Section 8. Parliamentary Procedure. All questions of parliamentary procedure shall be decided in accordance with Roberts Rules of Order.

ARTICLE IV - BOARD OF DIRECTORS: Selection and Term of Office

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) persons. Two of the three members of the Board of Directors must be members of the Association. A majority of the Board of Directors is authorized to increase the number of Directors to a maximum of five (5). Three of the five members of the Board of Directors must be members of the Association.

Section 2. Term of Office. At each annual meeting, the members shall elect a director to each vacancy for a term of one (1) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority of the votes 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/she may render to the Association as director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

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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 a simple majority of the directors and such approval is filed with the minutes of the proceedings of the Board of 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. **Directors.** Nominations may be made from the floor at the annual meeting. An member can voluntarily have their name added to the ballot. But all vacancies must be filled.

Section 2. **Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their absentee ballots 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.

Section 3. **Filling a Board Vacancy.** Should a board member resign or be removed from the board, then the board will appoint a replacement member that will serve out the term remaining.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, by delivering a copy of such notice by, personal delivery, telephone, fax, telegraph or by mail (electronic or postage prepaid) which notice shall state the time, place and purpose of the meeting, at least thirty (30) days prior to the date named for such meeting.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on fifteen (15) days' notice to each Director, by delivering a copy of such notice by, personal delivery, telephone, fax, telegraph or postage prepaid which notice shall state the time, place 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 any two (2) of the Directors.

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 duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. **Fidelity Bonds.** The Board of Directors shall require that all officers, Directors and employees of the Association regularly handling or otherwise responsible for the funds of the Association shall furnish adequate fidelity bonds or equivalent insurance against acts of dishonesty. The premiums on such bonds or insurance shall be paid by the Association.

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ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- A. Adopt and publish rules and regulations governing the use of the Subdivision, 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 use of the Common Areas and recreational facilities of a member during any period in which such member shall be more than thirty (30) days delinquent in the payment of any assessment levied by the Association. Such rights may also be suspended 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 members shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- E. Employ a management agent, a manager, 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 one-fourth (1/4) of the votes of the members who are entitled to vote;
- B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- C. As more fully provided in the Declaration, to: (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period; and when determined necessary, foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- D. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for

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the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

E. Procure and maintain adequate liability and hazard 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;

H. Otherwise perform or cause to be performed the functions and obligations of the Board and the Association as provided for in the Declaration and Articles of Incorporation and these By-Laws.

Section 3. **Management Agent.** The Board of Directors may employ for the Association a management agent or manager (the Management Agent) at a rate of compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall from time to time authorize in writing. Any management agreement entered into by the Association shall provide that such agreement may be terminated for cause by either party upon thirty (30) days written notice thereof to the other party. The term of any such management agreement shall not exceed one year; provided, however, that the term of any such management agreement may be renewable by mutual agreement of the parties for successive one-year periods.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Officers.** 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, all of which officers are to be elected by the Board of Directors.

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; provided that the initial Board of Directors shall elect the first group of officers at its first organizational meeting.

Section 3. **Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his successor is duly elected and qualified, unless he shall sooner resign, or shall 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.

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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 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 replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person, but in no event shall the same officer execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Declaration, the Articles of Incorporation or these By-Laws to be executed, acknowledged or verified by two (2) or more officers. 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 instruments and shall sign checks and promissory notes.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks and promissory notes of the Association; keep proper books of account, cause an annual 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 to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

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**ARTICLE IX
LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon an officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith.

The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to Indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association may be entitled. The Association shall indemnify the directors and officers to the full extent permitted by applicable state law. If any of the provisions of this Article are inconsistent with the statute(s), then the provisions of the statute(s) shall be controlling.

The Association shall maintain liability insurance in such amounts to provide reasonable coverage for its agents. The policy shall cover liability incurred by the Association and/or its agents, as a result of the acts or omissions of its agents in providing services or performing duties on behalf of the Association.

**ARTICLE X
COMMITTEES**

The Finance Committee consists of the President, Treasurer and other members as deemed appropriate by the President. The Finance Committee shall meet quarterly and have the principle responsibility of determining the budget to be presented and approved by the Board. The Finance Committee can also address key issues that are to be voted on at board meetings.

The Executive Committee consists of the President, Treasurer and Secretary. In addition, it is recommended that the Executive Committee have at least one past president (appointed by the current president) and other members as deemed appropriate by the President. The Executive Committee shall meet quarterly and address key issues that are to be voted on at board meetings.

The Association shall appoint an Architectural Review Committee, as provided in the Declaration. The Board of Directors shall appoint other committees as deemed appropriate in carrying out functions.

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**ARTICLE XI
BOOKS AND RECORDS - FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should the practice of the Association subsequently dictate.

Section 2. Principal Office - Change of Same. The principal office of the Association shall be as set forth in Article II of the Articles of Incorporation of the Association. The Board of Directors, by appropriate resolution, shall have the authority to change the location of the principal office of the Association from time to time.

Section 3. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied. Association records maintained in computer databases must be backed up on physical media such as diskettes or CD-ROM disks. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures and other transactions of the Association and its administration and shall specify the maintenance and repair expenses of the Common Areas services required or provided with respect to the same and any other expenses incurred by the Association. The amount of any assessment or portion of any assessment, required for payment of any capital expenditure or reserves of the Association shall be credited upon the books of the Association to the "Paid-in-Surplus" account as a capital contribution by the members.

Section 4. Auditing. At the close of each fiscal year, at the discretion of the Board of Directors, the books and records of the Association shall be audited by an independent Certified Public Accountant whose report shall be prepared in accordance with generally accepted auditing standards.

Section 5. Inspection of Books. The books and accounts of the Association, vouchers accrediting the entries made thereupon and all other records maintained by the Association (including without limitation, current copies of the Declaration, By-Laws, and any rules and regulations governing the Association), shall be available for examination by the members and their duly authorized agents or attorneys. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be furnished at no cost to the member.

**ARTICLE XII
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment(s) that 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 delinquency at the rate of eighteen percent (18%) per annum, and the Association may impose a "late charge" and bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and in either

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event, interest, costs, and reasonable attorneys' fees of any such action shall be added 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 XIII
CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the name of the Association and the year of its incorporation.

**ARTICLE XIV
AMENDMENTS**

Section 1. Amendments to these By-Laws shall be subject to the provisions of the Declaration that require certain approvals or voting percentages for designated amendments. Otherwise, these By-Laws may be amended, by a vote of a majority of the votes of the then members of the Association.

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 XV
INTERPRETATION - MISCELLANEOUS**

Section 1. **Definitions.** All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Declaration.

Section 2. **Notices.** Unless another type of notice is herein else where specifically provided for, any and all notices called for in these By-Laws shall be given in writing and by delivering a copy of such notice by, personal delivery, telephone, fax, telegraph or by mail (electronic or postage prepaid).

Section 3. **Severability.** In the event any provision or provisions of these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. **Waiver.** No restriction, condition, obligation or provisions of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. **Captions.** The captions contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws or to aid in the construction thereof.

Section 6. **Gender, etc.** Whenever in these By-Laws the context so requires the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

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IN WITNESS WHEREOF, for the purpose of Restating the By-Laws, We, the undersigned, have executed these By-Laws this 17 day of October, 2009.

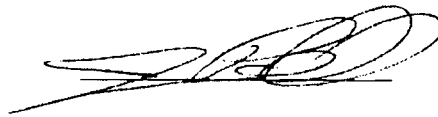
The number of members entitled to vote was: 7

The number of members that voted was: 5

The number of members that voted against was: 0

Signed by:

Jason Powell



President

William Sayre



Secretary

Norman Failing



Treasure

STATE OF IDAHO)

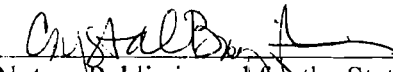
) ss.

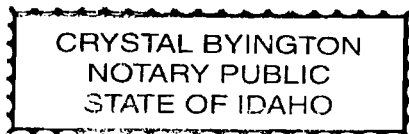
COUNTY OF ADA)

On this 20 day of NOVEMBER, 2009, before me, the undersigned, a Notary Public in and for said State, personally appeared Norman G Failing, to me known to be the person whose name is subscribed to this instrument and acknowledged that he executed the same.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires: 7/5/13


Notary Public in and for the State of Idaho
Residing at Meridian, Idaho



BYLAWS

OF THE

WHITE BARN OWNERS ASSOCIATION, INC. an Idaho Non-Profit Corporation

1. NAME AND LOCATION. The name of the association is White Barn Owners Association, Inc. (hereinafter referred to as the "Association"). The Association is organized under the Idaho Nonprofit Corporation Act. The principal office of the Association shall be located in the County of Ada, State of Idaho (hereinafter referred to as "said County"). Meetings of members shall be held at such places as are set forth in the Declaration (defined below).

2. DEFINITIONS.

2.1 Declaration. The "Declaration" shall mean, collectively, the Declaration of Covenants, Conditions and Restrictions Establishing a Plan of Ownership and any amendments or supplements recorded or to be recorded pursuant thereto, and applicable to the subdivision development commonly known and referred to as follows: Sam's Estate Subdivision (except Lot 1, Block 2) located in the County of Ada, State of Idaho, legally described as set forth in Exhibit "A" attached hereto.

2.2 Other Definitions. Each and every definition set forth in Article 1 of the Declaration shall have the same meaning herein as therein, and each and every such definition is incorporated by reference herein and made a part hereof as if once again fully written and set forth at length hereat.

3. MEMBERSHIP; VOTING RIGHTS. The qualification for membership, the classes of membership and the voting rights of members shall be as set forth in Article 4 of the Declaration, all of which are hereby incorporated by reference herein as if set forth in full.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings. The organizational meeting and the first annual meeting of the members shall be held on September 1, 2005. Thereafter, annual meetings of members of the Association shall be held in each succeeding year within one week before or after the anniversary date of said first annual meeting on a day to be determined by the board, which day shall not be a legal holiday.

4.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of a quorum of the board, or upon written request of the members representing at least one-fourth (3) of the total votes or fifteen percent (15%) of the Class A votes.

4.3 Notice of Meetings. Notice of all members meetings, annual or special, shall be given by mail or telegram and shall be given not less than ten (10) days nor more than fifty (50) days prior to the time of said meeting and shall set forth the place, date and hour of the meeting, and the nature of the business to be undertaken. Notices shall be given by, or at the direction of, the secretary or person authorized to call the meeting, and shall be transmitted to each member entitled to vote there at and to each mortgagee addressed to such member's or mortgagee's address last appearing on the books of the Association for the purpose of notice. Mailed notices shall be deemed received forty-eight (48) hours after same are mailed by certified mail, return receipt requested; notice by telegram shall be deemed received twenty-four (24) hours after same are sent. Notices to members may also be personally delivered, and shall be deemed received upon delivery to any occupant of the member's residence.

4.4 Quorum. The presence at any meeting in person or by proxy of members entitled to cast at least sixty percent (60%) of the total votes of each class of membership of the Association shall constitute a quorum. If any meeting cannot be held because a quorum is not present, members representing a majority of the votes present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours nor more than sixty (60) days from the time the original meeting was called, at which adjourned meeting the quorum requirement shall be at least fifty percent of the required quorum at the preceding meetings. Any meeting of members whereat a quorum is present may be adjourned for any reason to a time not less than forty-eight (48) hours nor more than sixty (60) days from the time of such meeting by members representing a majority of the votes present thereat, either in person or by proxy. 5

4.5 Proxies. At all meetings of members each member may be present in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease when the ownership interest or interests of such member entitling him to membership in the Association ceases.

4.6 Order of Business. The order of business of all meetings of the members shall be as follows:

4.6.1 roll call;

4.6.2 proof of notice of meeting or waiver of notice;

4.6.3 reading of minutes of preceding meeting;

- 4.6.4 reports of board and officers;
- 4.6.5 election of directors, if any are to be elected;
- 4.6.6 unfinished business; and
- 4.6.7 new business.

4.7 Parliamentary Procedure. All questions of parliamentary procedure shall be decided in accordance with Roberts Rules of Order.

4.8 Majority of Owners. Except as otherwise provided herein or in the Declaration, the majority of the total voting power present, in person or by proxy, shall prevail at all meetings.

4.9 Action Without Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose and filed with the secretary.

5. SELECTION AND TERM OF OFFICE OF BOARD.

5.1 Number. The board shall consist of not less than two (2) nor more than five (5) directors who need not be members.

5.2 Term of Office. At the first annual meeting the members shall elect each of the three (3) directors for a term of one (1) year. At the expiration of the initial term of office of each director, his successor shall be elected to serve for a term of one (1) year.

5.3 Election; Removal; Vacancies. Election and removal of directors shall be as provided in the Declaration. In the event of the 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.

5.4 Compensation. No director shall receive any compensation for any service he may render to the Association; provided, however, any director may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties.

6. NOMINATION AND ELECTION OF DIRECTORS

6.1 Nomination. Nominations may be made from the floor at each annual meeting. Each member of the nominating committee shall be appointed by the board to serve for

a period of one year, and vacancies thereon shall be filled by the board. The nominating committee shall make as many nominations for election to the board as it shall, in its discretion, determine, but not less than the number of vacancies to be filled. Such nominations may be made from among members or non-members.

6.2 Election. Election to the board shall be by secret ballot or by voice vote. At such election, the members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration (and subject to cumulative voting as therein described). The candidates receiving the highest number of votes shall be deemed elected.

7. MEETINGS OF DIRECTORS.

7.1 Regular Meetings. Regular meetings of the board shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the board. Should any such 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. Notice of the time and place of any such meeting shall be posted at a prominent place or places within the common area.

7.2 Special Meetings. Special meetings of the board shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days prior notice to each director, which notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be posted in the manner prescribed for notice of regular meetings not less than seventy-two (72) hours prior to the scheduled time of the meeting.

7.3 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at a meeting of the board. 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.

7.4 Conduct of Meetings. Regular and special meetings of the board shall be open to all members of the Association; provided, however, that Association members who are not on the board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the board. The board may, with the approval of a majority of a quorum of the members of the board, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar or otherwise sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

7.5 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 board.

8. POWER AND DUTIES OF THE BOARD

8.1 Powers. The board shall have all powers conferred upon the Association as set forth herein and in the Declaration, excepting only those powers expressly reserved to the members.

8.2 Duties. It shall be the duty of the board:

8.2.1 to cause to be kept a complete record of all of its acts and doings and to present a statement thereof to the members at each annual meeting of the members, or at any special meeting when such statement is requested in writing by members representing one-fourth (1/4) of the class A members;

8.2.2 to supervise all officers, agents and employees of the Association, and to see that their duties are properly performed; and

8.2.3 to delegate its powers as provided in the Declaration.

9. OFFICERS AND THEIR DUTIES

9.1 Enumeration of Offices. The officers of the Association shall be a president and vice president, who shall at all times be members of the board, a secretary, and a treasurer, and such other officers as the board may from time to time by resolution create.

9.2 Election of Officers. The election of officers shall take place at the organizational meeting of the board and thereafter at each meeting of the board following each annual meeting of the members.

9.3 Term. The officers of this Association shall be elected annually by the board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or shall otherwise be or become disqualified to serve.

9.4 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.

9.5 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.

9.6 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 replaces.

9.7 Multiple Offices. The offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 9.4 hereof.

9.8 Duties The duties of the officers shall be as follows:

9.8.1 President. 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 co-sign all checks and promissory notes.

9.8.2 Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

9.8.3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members, shall serve notices of meetings of the board and of the members, shall 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.

9.8.4 Treasurer. 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 co-sign all checks and promissory notes of the Association, shall keep proper books of account, shall cause an annual operating statement reflecting income and expenditures of the Association for its fiscal year to be prepared and shall cause copies of said statement to be distributed to each member within sixty (60) days after the end of such fiscal year, and shall cause an annual budget to be prepared and presented to each member.

9.9 Compensation. No officer shall receive any compensation for any service he may render to the Association; provided, however, any officer may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties.

10. COMMITTEES. Subject to any contrary provisions of the Declaration and these bylaws, if any, the board may appoint a nominating committee as provided in these bylaws. In addition, the board may appoint such other committees as it deems appropriate in order to carry out its purpose.

11. ASSESSMENTS. As more fully provided in Article 6 of the Declaration, each member is obliged to pay to the Association annual and special assessments to be collected as therein set forth, all of which are hereby incorporated by reference herein as if set forth in full.

12. AMENDMENTS.

12.1 If a two-class voting structure is still in effect in the Association, these bylaws may be amended only with the vote or written consent of members entitled to cast at least fifty-one percent (51%) of the voting power of each class of membership in the Association.

12.2 If a two-class voting structure is no longer in effect in the Association because of the conversion of Class B membership to Class A membership, as provided in the Declaration, these bylaws may be amended only with the vote or written consent of members entitled to cast at least fifty-one percent (51%) of the voting power of the Association and of members other than the Declarants entitled to cast at least fifty-one percent (51%) of the voting power held by members other than the Declarants.

12.3 Notwithstanding Sections 1 and 2 of this Section 12, the percentage of the voting power of the Association or of members other than the Declarants necessary to amend a specific clause or provision in these bylaws shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

13. GENERAL PROVISIONS.

13.1 Conflicting Provisions. In the case of any conflict between any provisions of the Declaration and these bylaws, the conflicting provisions of the Declaration shall control.

13.2 Fiscal Year. The fiscal year of the Association shall be a calendar year unless and until a different fiscal year is adopted by the members at a duly constituted meeting thereof.

13.3 Proof of Membership. No person shall exercise the rights of membership in the Association until satisfactory proof thereof has been furnished to the secretary. Such proof may consist of either a copy of a duly executed and acknowledged grant deed or title insurance policy showing said person to be the owner of an interest in a condominium entitling him to

membership. Such deed of policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

13.4 Absentee Ballots. The board may make such provisions as it may consider necessary or desirable for absentee ballots.

13.5 Consent to Waiver of Notice. The transactions at any meeting of the board, however noticed, shall be as valid as though had at a meeting duly held after regular notice if a quorum be present and either before or after the meeting each director not present thereat signs a written waiver of notice or a consent to the holding of such meeting or an approval of the true and correct minutes thereof. All such waivers, consents or approvals shall be filed with the records of the board and made a part of its minutes.

13.6 Reserves. Any amounts collected by or paid to the Association in excess of operational needs shall be set aside as reserves for future financial needs in the manner set forth in the Declaration and shall be deposited into insured interest-bearing accounts. These sums may include amounts collected by Declarants from owners through purchase escrows representing capital contribution by such owners to the Association.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Secretary of White Barn Owners Association, an Idaho non-profit corporation, does hereby certify that the above and foregoing bylaws were duly adopted by the Board of Directors of said Association on the 30th day of August, 2005, and that they now constitute said bylaws.

Secretary



EXHIBIT AA@

Lots 1, 2, 3, 4, 5 and 6 in Block 2, and Lots 2, 3, and 4 in Block 2, Sam's Estate Subdivision according to the official plat thereof filed in Book 81 of Plats at pages 8797 and 9798, records of Ada County, Idaho.