

BY-LAWS

OF

SMOKY LANE CONDOMINIUM ASSOCIATION, INC.

ARTICLE I: NAME AND LOCATION

The name of this nonprofit corporation is and shall be Smoky Lane Condominium Association, Inc., hereinafter referred to as "the Association". The principal place of business of the Association shall be located in Blaine County, Idaho, and meetings of the Association and of the Board of Directors may be held at such places within Blaine County, Idaho, as may be designated by the Board of Directors.

ARTICLE II: DEFINITIONS

Section 1: "Association" shall mean and refer to the Smoky Lane Condominium Association, Inc., its successors and assigns.

Section 2: "Properties" or "the project" shall mean and refer to that certain property commonly referred to as the Smoky Lane Condominiums, the legal description of which property is attached to the Condominium Declaration for Smoky Lane Condominiums, recorded in the office of the Blaine County Recorder. Said terms shall also mean and refer to any additions to said property as may hereinafter be brought within the jurisdiction of the Association.

Section 3: "Common area" shall mean all real property in the project which is owned by the Association for the common use and enjoyment of all of the owners.

Section 4: "Unit" or "condominium unit" shall mean and refer to any one of the sixteen individual condominiums, as shown upon the condominium map for the project, recorded with the Blaine County Recorder.

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 condominium unit which is a part of the project.

Section 6: "Declarant" shall mean and refer to Damron Cecil, and his successors and assigns.

Section 7: "Declaration" shall mean and refer to that certain document entitled "Condominium Declaration for Smoky Lane Condominiums", recorded in the office of the Blaine County Recorder.

Section 8: "Member" shall mean and refer to those persons entitled to membership in the Association, as provided in the Articles of Incorporation of the Association.

### ARTICLE III: MEETINGS OF GENERAL MEMBERSHIP

Section 1: Annual Meetings. The first annual meeting of the general membership of the Association shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting

of the general membership shall be held on the premises of the project, on the \_\_\_\_\_ day of \_\_\_\_\_, or such other reasonable place and time as designated in written notice to the owners by the Board of Directors. Any notice required herein shall be in writing, mailed to each member not less than ten (10) nor more than fifty (50) days prior to the date fixed in said notice for the meetings.

Section 2: Special Meetings. Special meetings of the general membership may be called at any time for the purpose of considering matters requiring the approval of all or a portion of said general membership, or for any other reasonable purpose. Said meetings shall be called by written notice as hereinabove set forth and signed by four or more members. Said notice shall specify the date, time, and place of the meeting, and the matters to be considered at said meeting.

66% Section 3: Quorum. The presence, in person or by proxy, of the members having a majority of the total votes in the Association shall constitute a quorum. Any action may be taken by the general membership upon the affirmative vote of a majority of the total votes present at any regular or special meeting of the general membership, except for actions requiring the vote of more than a simply majority, as set forth in the Articles of Incorporation of the Association or these By-laws.

*Amending the Declaration*

6.25  
 11  
 62.50  
 68.75  
 16 1/2  
 8  
 100.00

6.25  
 16  
 37.50  
 62.50  
 100.00

67%  
 62.50  
 10.

7 Section 4: Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary-treasurer of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by a member of his unit or units.

#### ARTICLE IV: BOARD OF DIRECTORS

Section 1: Number. The affairs of this Association shall be managed by a Board of Directors, which Board shall consist of three (3) elected Directors. Each Director must be a member of the Association.

Section 2: Term of Office. At each annual meeting of the general membership, the members shall elect the three Directors for the forthcoming year. Directors shall serve for a term of one (1) year and until their respective successors are elected, or until resignation or removal; provided, that if any Director ceases to be an owner, his membership in the Association, and position as Director, shall thereupon terminate.

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.

No X Section 5: Action Taken Without a Meeting. The Directors shall have the right to take any action which could normally be taken pursuant to a meeting of the Board, without holding such 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 Board of Directors.

Section 6: Authority of Directors. The Board of Directors, for the benefit of the properties and the owners thereof, shall take whatever legal and appropriate action necessary to enforce the provisions of the Declaration, and, specifically, shall have the authority and power to levy and collect necessary assessments, and to take all action necessary in order to enter into contracts relating to, and assure payment of, all costs associated with the maintenance and upkeep of the project.

#### ARTICLE V: MEETINGS 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.

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.

*Was it for the good of the Assoc. or personal gain.*

ARTICLE VI: 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 shall be removed, or otherwise be disqualified to serve.

*Change to the members vote for officers*

? *Get rid of this*  
\*

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 of 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.

*with probable cause*

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. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

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

(a) 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 co-sign all checks and promissory notes.

(b) 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.

(c) 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 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.

(d) 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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget 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.



ARTICLE VII: 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 during reasonable business hours, upon written request for such inspection presented to the President of the Association.

ARTICLE VIII: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: SMOKY LANE CONDOMINIUM ASSOCIATION, INC.

ARTICLE IX: AMENDMENTS

Section 1: These By-laws may be amended, at a regular or special meeting of the general membership, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the By-laws of the Association be present.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control. In the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

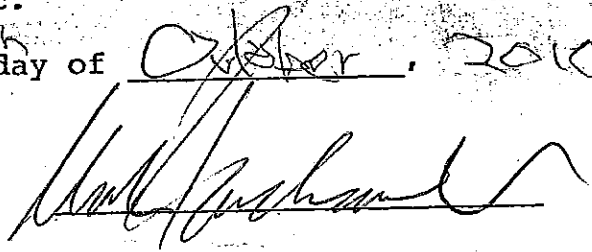
ARTICLE X: FISCAL YEAR

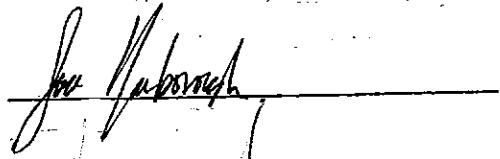
The fiscal year of the Association shall begin on the first day of January of every year, except that the first fiscal year shall begin on the date of incorporation.

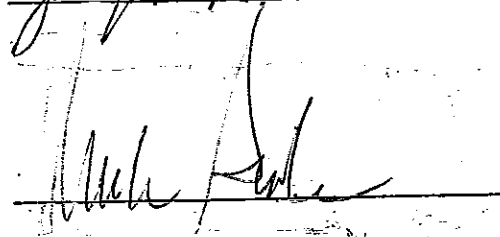
ASSENT OF DIRECTORS

We, the undersigned directors of Smoky Lane Condominium Association, Inc., an Idaho nonprofit corporation, having read and fully considered the foregoing By-laws, do hereby assent to the adoption and do hereby adopt the foregoing By-laws as and for the By-laws of the Smoky Lane Condominium Association, Inc.

DATED this 17<sup>th</sup> day of October, 2010

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

CERTIFICATE

STATE OF IDAHO            )  
                                  ) ss.  
County of Blaine         )

We, the undersigned, Directors and Secretary-Treasurer of the Smoky Lane Condominium Association, Inc., an Idaho nonprofit corporation, organized under the laws of the State of Idaho, do hereby certify:

1. That the Directors signing this certificate are all of the Directors of said Association and that \_\_\_\_\_ is the Treasurer of said Association and of its Board of Directors.

2. That the subscribers to the foregoing assent are all of the directors of said Association.

3. That the said subscribers signed said assent on the day it bears date, and then and there adopted the foregoing By-laws as the By-laws of said corporation.

WITNESS our hands and the seal of said Association this \_\_\_\_ day of \_\_\_\_\_, .

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Treasurer

AFFIDAVIT

STATE OF IDAHO            )  
                                  ) ss.  
County of Blaine         )

\_\_\_\_\_, being first duly  
sworn, deposes and says:

I am the duly elected, qualified and acting  
Secretary-Treasurer of Smoky Lane Condominium Association,  
Inc., an Idaho nonprofit corporation, and as such I have the  
custody of certain Association records, including the Book  
of By-laws to which this Affidavit is attached, and the same  
is a full, true and correct copy of the By-laws of said  
Association as adopted by the Directors of said corporation.

\_\_\_\_\_  
Secretary-Treasurer

Subscribed and sworn to before me this \_\_\_\_\_ day  
of \_\_\_\_\_, 1980.

\_\_\_\_\_  
Notary Public for Idaho  
Residing at \_\_\_\_\_