

BYLAWS
OF
WEST KETCHUM RESIDENCES OWNERS' ASSOCIATION, INC.

THESE BYLAWS of West Ketchum Residences Owners' Association, Inc., an Idaho nonprofit corporation, were adopted and are effective as of the December 26, 2019. Capitalized terms used and not otherwise defined herein have the meanings set forth on in the Declaration, as defined herein in Section 1.5.

Article 1
FORMATION OF THE CORPORATION

Section 1.1 Formation.

On December 26, 2019, the Corporation was organized as an Idaho nonprofit corporation by executing and delivering the Articles of Incorporation to the Idaho Secretary of State in accordance with and pursuant to the Act.

Section 1.2 Registered Office.

The registered office of West Ketchum Residences Owners' Association, Inc. (the "Corporation") required by the Idaho Nonprofit Corporation Act ("Act") to be continuously maintained in the state of Idaho may, but need not, be the same as any of its principal places of business in the state of Idaho. In any case, the Corporation's registered office shall be the business office of the registered agent required by the Act to be continuously maintained in the state of Idaho. The address of the registered office may be changed from time to time by the Board of Directors or the President of the Corporation by delivering a statement to the Idaho Secretary of State containing the information acquired by the Act or by indicating such change in the annual report required by the Act to be filed with the Secretary of State.

Section 1.3 Principal Office; Other Offices.

The principal office of the Corporation shall be 240 Leadville Avenue N., Ketchum, Idaho. The Corporation may also have and maintain an office or principal place of business in Idaho, or at such other place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the state of Idaho, as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 1.4 Corporate Seal.

The Corporation may have a corporate seal, which may be altered at will by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 1.5 Declaration.

The "Declaration" shall mean, collectively, the Declaration of Covenants, Conditions and Restrictions for the West Ketchum Residences and any amendments or supplements recorded or to be recorded pursuant thereto, and applicable to the residential development commonly known and referred to as the West Ketchum Residences located in the City of Ketchum, County of Blaine, State of Idaho.

Section 1.6 Other Definitions.

Each and every definition set forth in Section 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.

**Article 2
MEMBERSHIP; VOTING RIGHTS**

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

**Article 3
MEMBERS' MEETINGS**

Section 3.1 Place of Meetings.

The Board of Directors may designate any place, either within or without the state of Idaho, as the place of meeting for any annual meeting or for any special meeting of members called by or at the direction of the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the state of Idaho, as the place for the holding of such meeting. If no place is designated by the Board of Directors or if a special meeting be called otherwise than by or at the direction of the Board of Directors, the place of meeting shall be the principal office of the Corporation.

Section 3.2 Annual Meetings.

The annual meeting of the members of the Corporation shall be held on the fourth Monday (or the following day, should this fall on a legal holiday) in the month of December in each year at 3:00 p.m., at the principal office, or on such other date and at

such other time which may from time to time be designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The failure to hold an annual meeting at the time stated or otherwise designated as provided herein shall not affect the validity of any corporate action.

Section 3.3 Special Meetings.

Special meetings of the members of the Corporation may be called at any time, for any purpose or purposes, by a majority of the quorum of the Board of Directors or the President of the Corporation or by the holders of at least twenty five percent (25%) of the votes entitled to be cast on any issue proposed to be considered at the meeting (provided that such holders sign, date and deliver to the Corporation one or more written demands for the meeting describing the purpose(s) for which it is to be held) or by the person or persons authorized to do so by the Articles of Incorporation. Special meetings of the members of the Corporation may not be called by any other person or persons.

Section 3.4 Notice of Meetings.

The Corporation shall notify members of the date, time and place of each annual and special members' meeting and, in case of a special meeting, a description of the purpose or purposes for which the meeting is called, no fewer than ten (10) nor more than sixty (60) days before the meeting date. Unless otherwise required by law or the Articles of Incorporation, the Corporation is required to give notice of a meeting only to members entitled to vote at the meeting. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. Only business within the purpose(s) described in the special meeting notice may be conducted at such special meeting. Notice shall be given to each member at either: (i) the address of their respective unit; or (ii) the address supplied by the member to the Corporation.

Section 3.5 Waiver of Notice.

Notice of any meeting of members may be waived in writing, signed by the person entitled to notice thereof and delivered to the Corporation for inclusion in the corporate minutes or filing with the corporate records, either before or after the date and time stated in the notice. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and further waives objection to consideration of a particular matter at the meeting that is not within the purpose of purposes described in the meeting notice unless the member objects to considering the matter when it is presented. Any member so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice hereof had been given.

Section 3.6 Quorum.

Unless the Act or the Articles of Incorporation impose a greater requirement, twenty percent (20%) of the votes, represented in person or by proxy, entitled to be cast on a matter shall constitute a quorum. Unless one-third ($\frac{1}{3}$) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or special meeting of members are those matters that are enumerated in the meeting notice.

Section 3.7 Adjournment and Notice of Adjourned Meetings.

Any meeting of members at which a quorum is not present may be adjourned to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called. Any meeting of members at which a quorum is present, whether annual or special, may be adjourned from time to time by the vote of a majority of the votes entitled to be cast at the meeting not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called. If an annual or special members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting must be given under this Section to persons who are members as of the new record date. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 3.8 Proxies.

At all meetings of members, a member may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission, either personally or by the member's attorney-in-fact. The electronic transmission must contain or be accompanied by information from which one can reasonably verify that the member, the member's agent, or the member's attorney-in-fact authorized the transmission. An appointment of proxy is effective upon receipt, before or at the time of the meeting, by the inspector of election or the officer or agent of the Corporation authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the appointment form, but in no event can be valid for more than three (3) years. An appointment of a proxy is revocable in accordance with the provisions of the Act. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the inspector of election or the officer or agent of the Corporation authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment. Subject to the acceptance of votes and to any express limitation on the proxy's authority stated in the appointment form or electronic transmission, the Corporation is entitled to accept the proxy's vote or other action as

that of the member making the appointment. Proxy voting shall not be permitted when member votes are solicited by written ballot to be cast without a meeting.

Section 3.9 Voting Rights.

Except as otherwise provided by law, only persons in whose names shares stand on the records of the Corporation on the record date, as provided in these Amended and Restated Bylaws, shall be entitled to vote on any matter. Unless the Articles of Incorporation provide otherwise, each member is entitled to one (1) vote on each matter voted on at a members' meeting. If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or the Act require a greater number of affirmative votes. Unless otherwise provided in the Articles of Incorporation, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Members shall have no right to cumulate their votes for directors.

Section 3.10 Corporation's Acceptance of Votes.

(1) If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.

(2) If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its member, the Corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if:

(a) The member is an entity and the name signed purports to be that of an officer or agent of the entity;

(b) The name signed purports to be that of an administrator, executor, guardian, or conservator representing the member and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

(c) The name signed purports to be that of a receiver or trustee in bankruptcy of the member and, if the Corporation requests, evidence of this status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

(d) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign

for the member has been presented with respect to the vote, consent, waiver, or proxy appointment;

(e) Two or more persons are the member as cotenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all the co-owners.

(3) The Corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the inspector of election or the officer or agent of the Corporation authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

Section 3.11 List of Members.

After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of such meeting. The list must show the address and the number of votes each member is entitled to. The members' list must be available for inspection by any member, beginning two (2) business days after notice of the meeting is given and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Act, to copy the list, during regular business hours and at the member's expense, during the period it is available for inspection. The Corporation shall make the members' list available at the meeting; and any member, member's agent, or attorney is entitled to inspect the list at any time during the meeting or any adjournment. Refusal or failure to prepare or make available the members list does not affect the validity of action taken at the meeting.

Section 3.12 Conduct of Meeting.

At every meeting of members, the Presidents, or, if a Chairman has not been appointed or is absent, the President or, if the President is absent, the most senior executive officer present, or in the absence of any such officer, a chairman of the meeting chosen by a majority in interest of the members entitled to vote, present in person or by proxy, shall act as chairman. The Secretary shall act as secretary of the meeting. The order of business shall be as follows: (i) roll call; (ii) proof of notice of meeting or waiver of notice; (iii) reading of minutes of preceding meeting; (iv) reports of board of officers; (v) election of directors, if any are to be elected; (vi) unfinished business; and (vii) new business. The meeting shall proceed in parliamentary procedure, as determined and adopted by the Board.

Section 3.13 Action Without Meeting.

Action required or permitted by Act to be taken at a members' meeting may be taken without a meeting if the action is taken by at least eighty percent (80%) of the members entitled to vote on the action. No written consent shall be effective to take the corporate action unless, within sixty (60) days of the earliest date appearing on a consent delivered to the Corporation in the manner required by Sections 30-30-504 and or 30-30-508, Idaho Code, written consents signed by at least eighty percent (80%) of the members entitled to vote on the action are received by the corporation. The action must be evidenced by one (1) or more written consents bearing the date of signature and describing the action taken, signed by at least eighty percent (80%) of members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 3.14 Nomination of Directors.

Nominations of persons for election to the Board of Directors of this Corporation at the annual meeting of members may be made at such meeting by or at the direction of the Board of Directors, or by any nominating committee or person appointed by the Board of Directors. Election to the Board shall be by secret ballot. 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 Bylaws. The candidates receiving the highest number of votes shall be deemed elected.

Article 4 DIRECTORS

Section 4.1 Powers.

All corporate powers shall be exercised by or under the authority, and the business and affairs of the Corporation shall be managed by or under the direction, of the Board of Directors, subject to any limitations set forth in the Articles of Incorporation or any agreement authorized under the Act.

Section 4.2 Variable Range-Size Board; Qualifications.

The authorized number of directors of the Corporation may range between three (3) and five (5), and the number of directors may be increased or decreased from time to time by amendment to or in the manner provided by law or in these Bylaws by the Board of Directors or the members. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. A director need not be a resident of the state of Idaho or a member of the Corporation unless so required by the Articles of Incorporation. If for any cause the directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as

convenient at a special meeting of the members called for that purpose in the manner provided by law or in these Bylaws.

Section 4.3 Term.

Directors' terms shall be staggered. Directors are elected at each annual meeting of the members, and shall serve a term of two (2) years. Despite the expiration of the director's term, a director shall continue to serve until the director's successor is duly elected and qualifies, or until there is a decrease in the number of directors, or until the director's earlier death, resignation or removal.

Section 4.4 Resignation.

A director may resign at any time by delivering written notice to the Board of Directors, its chairman, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date, in which event the resignation shall become effective at such later time. Unless specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective.

Section 4.5 Removal by Members.

The member may remove one (1) or more directors with or without cause unless the Articles of Incorporation provide that directors may be removed only for cause. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal. If cumulative voting is not authorized, a director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. A director may be removed by the members only at a meeting called for the purpose of removing the director; and the meeting notice must state that the purposes, or one of the purposes, of the meeting is removal of the director.

Section 4.6 Removal by Board.

The Board shall have the power and authority to remove a Director without cause by the vote of two thirds ($\frac{2}{3}$) of the directors then in office and subject to the provisions of Section 30-3-608, Idaho Code, and declare his or her position vacant if he or she: (i) has been declared of unsound mind by a final court order; (ii) has been convicted of a felony; (iii) fails to attend two consecutive regular meetings of the Board of Directors that have been duly noticed and regularly scheduled; or (iv) becomes more than sixty (60) days delinquent in payment of any assessment.

Section 4.7 Removal Arising out of Court Action.

In the event that there is a final judgment or order of any court concluding that a director has breached his or her duties, the Board shall consult with counsel as to whether or not that court determination requires a declaration of vacancy.

Section 4.8 Newly Created Directorships and Vacancies.

Unless the Articles of Incorporation provide otherwise, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause may be filled by the affirmative vote of a majority of the remaining directors then in office even if they constitute fewer than a quorum of the authorized Board of Directors, or may be filled by the members. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 4.9 Meetings.

(1) Regular Meetings. The regular meeting of the Board of Directors shall be held no less than quarterly. Notice of the date, time and place of the meeting of the Board (except emergencies) shall be given to the members at least four (4) days prior to the meeting. Such notice shall be given by posting at the Corporation's office, by mail or delivery of the notice to each residence, email, or by newsletter or similar means of communication, as enumerated in Article 8 herein. Any attendance by a member shall constitute waiver of notice.

(2) Place of Meetings. Regular and special meetings of the Board of Directors, or of any committee designated by the Board, may be held at any place within or without the state of Idaho, as determined by the Board.

(3) Telephone Meetings. Unless the Articles of Incorporation provide otherwise, any member of the Board of Directors, or of any committee thereof, may participate in a regular or special meeting by, or conduct the meeting through the uses of, any means of conference telephone or similar communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at such meeting.

(4) Special Meetings. Special meetings of the Board shall be held when called by the president of the Corporation, 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.

(5) Waiver of Notice. A director may waive any notice required by the Act, the Articles of Incorporation or these Bylaws at any time before or after the date and time stated in the notice. Except as otherwise provided, such waiver must be signed by the director and filed with the minutes or corporate records. The attendance of a director at or participation in a meeting shall constitute a waiver of notice of such meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival,

objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 4.10 Quorum and Voting.

(1) Quorum. Unless the Articles of Incorporation or these Bylaws require a greater number or unless otherwise specifically provided by the Act, a quorum of the Board of Directors consists of (a) a majority of the fixed number of directors if the Corporation has a fixed board size or (b) a majority of the number of directors prescribed, or if no number is prescribed the number in office immediately before the meeting begins, if the Corporation has a variable-range size board.

(2) Majority Vote. If a quorum is present when a vote is taken, the affirmative vote of the majority of the directors present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors.

Section 4.11 Action Without a Meeting.

Unless otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted by the Act to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board if each Director signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section is the act of the Board of Directors when one or more consents signed by all Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the Directors. A consent signed under this Section has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document.

Section 4.12 Conduct of Meetings.

Regular and special meetings of the Board shall be open to all members of the Corporation; provided, however that Corporation 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 Corporation 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.

Section 4.13 Fees and Compensation.

No director shall receive any compensation for any service rendered to the Corporation; provided, however, any director may be reimbursed for actual out-of-pocket expenses incurred in the performance of duties. All claims for reimbursement must be accompanied by receipt or invoice, and signed and dated by the director claiming the expense.

Section 4.14 Standards for Directors.

Each member of the Board of Directors, when discharging the duties of a director, shall act in good faith and in a manner the director reasonably believes to be in the best interests of the Corporation. The members of the Board of Directors or a committee of the Board, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging board or committee duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One (1) or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent functions performed or the information, opinion, reports, or statements provided;
- (b) Legal counsel, public accountants or other persons retained by the Corporation, as to matters involving skills or expertise the director reasonably believes are matters:
 - (i) Within the particular person's professional or expert competence; or
 - (ii) As to which the particular person merits confidence; or
 - (iii) A committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence.

Section 4.15 Powers and Duties of Board.

(1) Powers. The Board shall have all powers conferred upon the Corporation as set forth herein and in the Declaration, excepting only those powers expressly reserved to the members.

(2) Duties. It shall be the duty of the Board: (i) to cause to be kept a completed 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; (ii) to supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed; and (iii) to delegate its powers as provided in the Declaration and these Bylaws.

Section 4.16 Committees.

Unless the Articles of Incorporation, the Act, or these Bylaws provide otherwise, the Board of Directors may create one or more committees and appoint one or more members of the Board of Directors to serve on any such committee. Each committee must have two (2) or more members, each of whom shall serve at the pleasure of the Board of Directors.

Article 5 OFFICERS

Section 5.1 Offices Designated.

The offices of the Corporation may consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be designated by the Board of Directors in accordance with these Bylaws. The Board of Directors or the President may appoint such other officers as may be deemed necessary or desirable. With the exception of the Secretary and Treasurer, as well as additional appointed offices, no officer may simultaneously hold more than one office. The President and Vice President shall at all times be members of the Board.

Section 5.2 Tenure and Duties of Officers.

(1) Election of Officers. The election of officers shall take place annually at the meeting of the Board following each annual meeting of the members.

(2) Term of Office. Each officer shall hold office for one year unless the officer shall sooner resign, or shall be removed, or shall otherwise be or become disqualified to serve. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(3) The President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors and shall see that all orders or resolutions of the Board are carried out. The President may sign all leases, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

(4) The Vice President. In the absence of the President or in the event of the President's removal, resignation, death, or inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform other duties as from time to time may be assigned to the Vice President by the Board of Directors.

(5) The Treasurer. The Treasurer shall: (i) have charge and custody of and be responsible for all funds of the Corporation; (ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories; (iii) co-sign all checks and promissory notes of the Corporation; (iv) keep proper books of account; (v) cause an annual operating statement reflecting income and expenditures of the Corporation 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 (vi) cause an annual budget to be prepared and presented to each member.

(6) The Secretary. The Secretary shall: (i) attend all meetings and keep the minutes of the meetings and other proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of and responsible for maintenance and authentication of the corporate records as required to be kept pursuant to the Act; (iv) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (v) in general perform all duties commonly incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

Section 5.3 Resignations.

Any officer may resign at any time by delivering written notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date time, in which event the resignation shall become effective at such later time. If the Board or appointing officer accepts the future effective time, the Board or the appointing officer may fill the pending vacancy before the effective time if the Board or the appointing officer provides that the successor does not take office until the effective time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective.

Section 5.4 Removal.

An officer may be removed at any time without or without cause by the Board of Directors, or by any other officer if authorized by these Bylaws or the Board.

Section 5.5 Compensation.

No officer shall receive any compensation for any service rendered to the Corporation; provided, however, any officer may be reimbursed for actual out-of-pocket expenses incurred in the performance of duties. All claims for reimbursement must be accompanied by receipt or invoice, and signed and dated by the officer claiming the expense.

Section 5.6 Standards of Conduct.

- (1) An officer when performing in such capacity, shall act:
 - (a) In good faith;
 - (b) With the care that a person in a like position would reasonably exercise under similar circumstances; and
 - (c) In a manner the officer reasonably believes to be in the best interests of the Corporation.

- (2) In discharging those duties an officer who does not have knowledge that makes reliance unwarranted, is entitled to rely on:
 - (a) The performance of properly delegated responsibilities by one (1) or more employees of the Corporation whom the officer reasonably believes to be reliable and competent in performing the responsibilities delegated; or
 - (b) Legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skill or expertise the officer reasonably believes are matters:
 - (i) Within the particular person's professional or expert competence; or
 - (ii) As to which the particular person merits confidence.

- (3) An officer shall not be liable to the Corporation or its members for any decision to take or not to take action; or any failure to take action, as an officer, if the duties of the office are performed in compliance with this section. Whether an officer who does not comply with this section shall have liability will depend in such instance on applicable law, including those principles of section 30-30-623, Idaho Code, that have relevance.

**Article 6
ASSESSMENTS**

Section 6.1 Liability for Assessments; Collection.

As more fully provided in Article 10 of the Declaration, each member is obliged to pay to the Corporation annual and special assessments to be collected as therein set forth, all of which are hereby incorporated by reference herein.

**Article 7
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 7.1 Scope of Indemnification.

The Corporation may indemnify and advance funds to or for the benefit of the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). (Idaho Code § 30-30-626).

Section 7.2 Mandatory Indemnification of Directors.

The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the individual was a director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 7.3 Further Indemnification of Directors.

(1) Except as otherwise provided in this Section, a Corporation may indemnify an individual who is a party to a proceeding because the individual is a director against liability incurred in the proceeding if:

- (a) The director's conduct was in good faith; and
- (b) The director reasonably believed:
 - (i) In case of conduct in the director's official capacity, that the director's conduct was in the best interests of the Corporation; and
 - (ii) In all cases, that the director's conduct was at least not opposed to the best interests of the Corporation; and
 - (iii) In the case of any criminal proceeding, the director had no reasonable cause to believe the conduct was unlawful.

(2) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea or nolo contendere or its equivalent, is not, of itself, determinative that the director did not meet the relevant standard of conduct described in this Section.

(3) Unless ordered by a court under Act, the Corporation may not indemnify a director in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceedings if it is determined that the director has met the relevant standard of conduct under subsection (1) of this Section, or as otherwise prescribed in Section 30-30-626, Idaho Code.

Section 7.4 Advance for Expenses.

(1) The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding if the director delivers to the Corporation:

(a) A written affirmative of the director's good faith belief that the director has met the relevant standard of conduct described in Section 7.3; and

(b) The director's written undertaking to repay any funds advanced if the director is not entitled to mandatory indemnification, and it is ultimately determined that s/he has not met the relevant standard of conduct described in Section 7.3.

(2) The undertaking required by subsection (1)(b) of this Section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the financial ability of the director to make repayment.

Section 7.5 Determination of Indemnification.

(1) The Corporation may not indemnify a director under Section 7.3, unless a determination has been made that indemnification of the director is permissible because the director has met the relevant standard of conduct set forth in Section 7.3.

(2) The determination shall be made in accordance with Section 30-30-626, Idaho Code.

Section 7.6 Indemnification of Officers.

The Corporation may indemnify and advance expenses to an officer of the Corporation who is a party to a proceeding because the individual is an officer of the Corporation the same extent as a director.

Section 7.7 Insurance.

The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation, or who, while a director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to the individual against such liability.

Section 7.8 Definitions.

Sections 7.1 through 7.8 of these Bylaws shall be defined in accordance with Section 30-30-626, Idaho Code.

Section 7.9 Amendments.

Any repeal or modification of this Article 7 shall only be prospective and shall not affect the rights under this Article 7 in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director or officer.

Section 7.10 Saving Clause.

If this Article 7 of these Bylaws or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and may nevertheless indemnify each officer to the full extent permitted by any applicable portion of this Article 7 that shall not have been invalidated, or by any other applicable law.

Article 8 NOTICES

Section 8.1 Methods of Notice.

(1) Any notice under the Act or these Bylaws must be in writing unless oral notice is reasonable under circumstances. Notice by electronic transmission is written notice.

(2) If oral notice is deemed reasonable, it may be communicated in person; by mail or other method of delivery; or by telephone, voice mail or other electronic means. If these forms of personal notice are impracticable, notice may be communicated by newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.

(1) It shall not be necessary that the same method of giving notice be employed in respect of all directors or members: One permissible method may be employed in respect of any one or more directors or members; and any other permissible method or methods may be employed in respect of any other or others.

Section 8.2 Notice to Corporation.

Written notice to the Corporation may be addressed to its registered agent at its registered office or to the Corporation or its Secretary at its principal office shown in its most recent annual report filed with the Idaho Secretary of State.

Section 8.3 Effective Date of Notice.

(1) Written notice by the Corporation to its member, if in a comprehensible form, is effective:

- (a) Upon deposit in the United States mail, if mailed postpaid and correctly addressed to the member's address shown in the Corporation's current record of members, or
- (b) When electronically transmitted to the member in a manner authorized by the member.

(2) Except as provided above, written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail, if mailed postpaid and correctly addressed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(3) Oral notice is effective when communicated if communicated in a comprehensible manner.

Section 8.4 Address Unknown.

If no address of a member or director be known, notice may be sent to the office of the Corporation required to be maintained pursuant to Section 8.2.

Section 8.5 Affidavit of Mailing.

An affidavit of mailing, executed by a duly authorized and competent employee of the Corporation, specifying the name and address or the names and addresses of the

member or members, or director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall be conclusive evidence of the statements therein contained.

Section 8.6 Failure to Receive Notice.

The period or limitation of time within which any member may exercise any option or right, or enjoy any privilege or benefit, or be required to act, or within which any director may exercise any power or right, or enjoy any privilege, pursuant to any notice sent to the member in the manner above provided, shall not be affected or extended in any manner by the failure of such member or such director to receive such notice.

Section 8.7 Exception to Notice Requirement.

(1) Whenever notice is required to be given under any provision of this chapter to any member, such notice shall not be required to be given if notice of two consecutive annual meetings, and all notices of meetings during the period between such two consecutive annual meetings, have been sent to such member at such member's address as shown on the records of the Corporation and have been returned undeliverable.

(2) If any such member shall deliver to the Corporation a written notice setting forth such member's then-current address, the requirement that notice be given to such member shall be reinstated.

Article 9 RECORDS AND REPORTS

Section 9.1 Corporate Records.

(1) The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(2) The Corporation shall maintain appropriate accounting records.

(3) The Corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class of shares showing the number and class of shares held by each.

(4) The Corporation shall keep a copy of the following records at its principal office:

- (a) Its Articles of Incorporation and all amendments to them currently in effect; and
- (b) Its Bylaws or Restated Bylaws and all amendments to them currently in effect.

Article 10 GENERAL PROVISIONS

Section 10.1 Amendment by Board of Directors or Members.

(1) The Corporation's members may amend or repeal these Bylaws only with the vote or written consent of members entitled to cast at least fifty-one percent (51%) of the voting power of the Corporation. Notwithstanding the aforementioned, the percentage of the voting power of the Corporation or of members 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.

(2) The Board of Directors may amend or repeal these Bylaws unless:

- (a) The Articles of Incorporation or the Act reserve this that power exclusively to the members in whole or part, or
- (b) The members in amending or repealing or adopting a bylaw expressly provide that the Board of Directors may not amend, or repeal, or reinstate that bylaw.

Section 10.2 Interpretation; Severability.

These Bylaws may contain any provision for managing the business and regulating the affairs of the Corporation that is not inconsistent with law, the Declaration, or the Articles of Incorporation. In the event any provision of these Bylaws is inconsistent with law, the Declaration, or the Articles of Incorporation, such law, Declaration, or Articles of Incorporation shall govern. If any one or more of the provisions contained in these Bylaws, or any application thereof, shall be invalid, illegal or unenforceable in any respect, the validity, legality or enforceability of the remaining provisions contained herein and any other application thereof shall not in any way be affected or impaired thereby.

Section 10.3 Fiscal Year.

The fiscal year of the Corporation shall be the same as a calendar year unless a different fiscal year is adopted by the members at a duly constituted meeting thereof.

Section 10.4 Proof of Membership.

No person shall exercise their rights of membership in the Corporation 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 Townhome entitling the individual to membership. Such deed of policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.


Section 10.5 Absentee Ballots.

The Board may make such provisions as it may consider necessary or desirable for absentee ballots.

Section 10.6 Reserves.

Any amounts collected by or paid to the Corporation 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 Corporation.

The foregoing Bylaws of West Ketchum Residences Owners' Association, Inc., an Idaho nonprofit corporation, were adopted by the Board of Directors of the Corporation effective on the 26th day of December 2019



Secretary