

**BYLAWS**  
**OF**  
**WESTRIDGE CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I

General Provisions

Section 1. Name. The name of the Corporation is Westridge Condominium Association, Inc.

Section 2. Definitions. Unless expressly indicated to the contrary, the terms used herein shall have the following meanings:

(a) Declaration. "Declaration" means that certain Condominium Declaration for the Westridge Condominiums recorded May 21, 2001, as Instrument No. 451264 in the office of the Blaine County Recorder, Hailey, Idaho.

(b) Additional Terms. The balance of the terms defined in the Declaration shall have the same meaning when used in these Bylaws as when used in the Declaration.

Section 3. Purpose. The Corporation has been formed for the purpose of exercising the powers and performing the duties of the Corporation set forth in these Bylaws, the Corporation's Articles of Incorporation, and the Declaration.

Section 4. Conflicts. In case any of these Bylaws conflict with the provisions of the Declaration, the provisions of the Declaration shall control.

Section 5. Application. All present and future Owners, Mortgagees, tenants and occupants of Condominiums, and any other persons who may use the Condominiums in any

manner are subject to these Bylaws, the Declaration and the Rules and Regulations adopted by the Corporation pursuant to the Declaration. The acceptance of a conveyance or the act of occupancy of a Condominium shall constitute an agreement that these Bylaws, the Rules and Regulations, and the provisions of the Declaration, as they may be amended from time to time, are accepted, ratified and will be complied with.

## ARTICLE II

### OFFICES

The principal office of the Corporation in the State of Idaho shall be located at 660 Second Avenue South, Unit A, Ketchum, County of Blaine. The Corporation may have such other offices either within or without the State of Idaho, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Idaho a registered office, and a registered agent whose address is identical with such registered office, as required by the Idaho Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III

### Membership and Voting Rights

#### Section 1. Membership.

(a) Qualifications. Each Owner of a condominium, including Declarant, shall be a member of the Association. Ownership of a condominium or interest in it shall be the sole qualification for membership in the Association. Each Owner shall remain a member of the

Association until his/her/its membership or Ownership interest in all condominiums in the development ceases at which time his/her/its membership in the Association shall automatically cease. Persons or entities who hold an interest in a condominium merely as security for performance of a obligation are not to be regarded as members.

(b) Member's Rights and Duties. Each member shall have the rights, duties and obligations set forth in the Declaration, the Articles, Bylaws and the Association's Rules, as the same may from time to time be amended. However, no more than one Owner of a Condominium may serve on the Board of Directors of the Association at any one time.

(c) Transfer of Membership. The Association membership of each person or entity who owns, or owns an interest in, one or more condominiums shall be appurtenant to each such condominium, and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except on a transfer of title to each such condominium or interest in it and then only to the transferee. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a condominium or interest in it shall operate automatically to transfer the appurtenant membership rights in the Association to the new Owner.

## Section 2. Voting.

(a) Number of Votes. The members of the Association will have a total of 100 votes. On all matters coming before the membership of the Association, the Owner(s) of a condominium shall be entitled to vote the percentage of all votes which equals the percentage interest in the Common Area appurtenant to such condominium. For example, if the interest in the Common Area appurtenant to a condominium is 12.5%, then the Owner(s) of such condominium would be entitled to cast 12 ½ votes on all matters being voted upon by the members.

(b) Joint Owner Votes. The voting rights for each Condominium may not be cast on a fractional basis by co-Owners. If the joint Owners of a Condominium are unable to agree among themselves as to how their voting rights shall be cast, they shall forfeit the vote on the matter in question. If any Owner exercises the voting rights of a particular Condominium, it will be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Condominium. If more than one (1) person or entity exercises the voting rights for a particular Condominium, their votes shall not be counted and shall be deemed void.

#### ARTICLE IV

##### Meetings of Members

Section 1. Annual Meeting. Annual meetings of the members for the purpose of electing directors and for the transaction of such other business as may come before the meeting shall be held on a date to be set by the Board of Directors each year or, if no such date is set, then on the first Tuesday of September of each year. If the Board of Directors sets the date, it shall be approximately one (1) year after the last annual meeting and notice of such meeting date shall be given to all members not less than 30 days prior to such meeting. The notice may be contained in any newsletter, billing, or other document mailed to all members. If the day fixed for the annual meeting shall be a legal holiday in the State of Idaho, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 2. Special Meetings. Special meetings of the members may be called by

the President, the Board of Directors, or members having not less than a majority of the votes entitled to be cast at such meeting.

Section 3. Place of Meeting. 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 called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Idaho; but if all of the members shall meet at any time and place, either within or without the State of Idaho, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. Members may provide their facsimile transmission numbers or e-mail addresses to the Manager or the Board of Directors, thereby consenting to receive notices of meetings or other notices by such methods of communication. No notice of annual meetings is required. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If sent by other methods of communication, notice shall be deemed delivered upon transmission by the Manager, Board of Directors, or an agent of them.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding fifty-one percent (51%) or more of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the date of the original meeting. No notice of such adjournment needs to be sent to members.

Section 7. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine. In addition, any action which requires the vote of the members may be conducted by mail in such manner as the Board of Directors shall determine.

## ARTICLE V

### Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualification. The number of Directors shall be not less than three (3) and not more than seven (7), the exact number to be determined by a vote of the members at the first annual meeting and at any annual meeting thereafter. Directors need not be residents of the State of Idaho, but must be members of the Association; no more than one (1) Director shall be elected from Owners of the same condominium unit. Each Director shall serve for one (1) year or until his successor shall be elected and shall qualify or until he is removed in the manner herein provided. Except for the initial Directors designated in the Articles, Directors shall be elected at the annual meeting of the members.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Idaho, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Idaho, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the Corporation. Directors may provide their facsimile transmission numbers or e-mail addresses to the Manager or the Board of Directors, thereby consenting to receive notices of meetings or other notices by such methods of

communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by other methods of communication, notice shall be deemed delivered upon transmission by the Manager, Board of Directors, or an agent of them. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. If an emergency arises which requires a special meeting but does not allow for five (5) days advance notice, a shorter notice may be given provided that the minutes of such meeting recite the nature of the emergency and the reason for the shortened notice.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any Director. Any such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors, whether or not the remaining Directors



constitute a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by members.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE VI - OFFICERS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President and a Secretary-Treasurer. An Officer need not be an Owner. No Owner may be an Officer if another Owner of the same condominium is a Director. An Owner may be both a Director and an Officer.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any 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 statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these

Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office or other communication address of each member which shall be furnished to the Secretary by such member; and in general perform all duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary-Treasurer shall also have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as

shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE VIII

### Books and Records

The Corporation shall keep correct and complete books and records of account as required by the Declaration, and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. The Corporation may charge a reasonable amount for copies of such books and records provided to any Owner at such Owner's request.

## ARTICLE IX

### Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the last day of December in each calendar year.

## ARTICLE X

### Assessments

The Board of Directors shall determine from time to time the amount of assessments to be levied against the Members of the Corporation in accordance with Article 6 of the Declaration.

## ARTICLE XI

### Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

## ARTICLE XII

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII


Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a vote in favor of such action by Members holding eighty percent (80%) of the votes which may be cast by Members of the Corporation.

THE UNDERSIGNED HEREBY CERTIFIES that these Bylaws of WESTRIDGE CONDOMINIUM ASSOCIATION, INC. were adopted by unanimous written consent of the Directors of the Corporation without a meeting.

DATED this 26 day of ~~May~~<sup>JUNE</sup>, 2001.

WESTRIDGE CONDOMINIUM ASSOCIATION, INC.

By   
Earl Engelmann, Director