

**BY-LAWS
OF
WINTERHAVEN CONDOMINIUM ASSOCIATION**

**ARTICLE I.
NAME AND LOCATION**

The name of the corporation is WINTERHAVEN CONDOMINIUM ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 510 S. Fillmore, Jerome, Idaho 83338, and meetings of members and directors may be held at such places within the State of Idaho, County of Blaine, as may be designated by the Board of Directors.

**ARTICLE II.
DEFINITIONS**

Section 1 "Association" shall mean and refer to WINTERHAVEN CONDOMINIUM ASSOCIATION, its successors and assigns.

Section 2 "Building" shall mean each free-standing residential buildings on the Property, each of which contains two Units.

Section 3. "Common Area" shall mean the entire Project excepting all Units.

Section 4. "Limited Common Area" shall mean that Common Area that is designated on the Condominium Map for exclusive use by the Owner of a particular Unit.

Section 5. "General Common Area" shall mean all Common Area except all Limited Common Area.

Section 6. "Condominium" shall mean a separate interest in a Unit and Unit improvements together with an interest in common in the Common Area and Common Area improvements expressed as a percentage of the entire interest in the Common Area as set forth in Exhibit B, which is attached and incorporated into this Declaration.

Section 7. "Condominium Map" shall mean the plat for the Winterhaven Condominiums to be filed for record in the office of the Blaine County Recorder, Hailey, Blaine County, Idaho, consisting of a plat of the surface of the ground of the Property showing a survey and legal description thereof, the location of each Building with respect to the boundaries of the Property, the location and number of each Unit within each Building, the location together of the Limited Common area for each unit, and such other information as may be included thereon in the discretion of the Declarant.

Section 8. "Declarant" shall mean and refer to Bradley Construction, Inc., its successors and assigns.

Section 9. "Design Committee" shall mean the committee described in the Declaration, or in the event no separate committee is appointed by the Board of Directors of the Association, it shall mean the Board of Directors of the Association.

Section 10. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 11. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Condominium which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 12. "Party Wall" shall mean those walls or materials, whether structural or not, connecting the two Units in the same Building.

Section 13. "Project" shall collectively mean the Property and all buildings and all other improvements located on such real property.

Section 14. "Property" shall mean and refer to that certain real property described in Exhibit A, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 15 "Unit" shall mean the separate interest in a Condominium as shown and numbered on the Condominium Map. A Unit includes one-half of an entire Building to the center line of the air space between the two units that comprise the Building, including but not limited to the respective interior and exterior walls, foundation, roof, garage, chimney, storage areas, and water, sewer, electrical, cable, gas, telecommunications and other systems, within or a part of that half of the Building, together with all fixtures and improvements thereon and therein.

ARTICLE III. **MEETING OF MEMBERS**

Section 1. **Annual Meetings.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held during the second quarter of the calendar year giving all members 30 days notice of such meeting. The meeting date will be selected with an eye to convenient time, place, and location of the members.

Section 2. **Special Meetings.** Special meeting 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 one-fourth (1/4) of all the votes 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 mailing a copy of such notice, postage prepaid, at least 30 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 a meeting of members entitled to cast, or of proxies entitled to cast, one-half (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Amended and Restated Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Condominium.

Section 6. Votes by Written Ballot or Consent. Votes by written ballot or by written consent shall be in accordance with I.C. 30-3-53 and 30-3-49 of the Idaho Nonprofit Corporation Act.

ARTICLE IV.
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, who must be members of the Association.

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

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V.
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by the current Board of Directors. All nominees must be members of the association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI.
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as required without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon legal holiday, then that meeting shall be held at the same time the next day which is not a legal holiday.

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.

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 that it deems desirable respecting the use and maintenance of the Units and the Common Area, in order to promote or preserve the project or the use or administration thereof and in order to prevent unreasonable interference with the use of the respective Condominiums, Units or Common Areas by the Owners. The Board shall

have the power to adopt uniform assessments and impose such assessments for the violation of such rules and regulations pursuant to the procedure set forth in the Declaration;

- (b) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a violation of published rules and regulations;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, 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 members except the declarant 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 Condominium at least thirty (30) days in advance of each annual assessment period;
 - 2. send written notice of each assessment to every Owner subject to thereto at least thirty (30) days in advance of each annual assessment period; and,
 - 3. foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

- (d) Issue or to 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 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) Cause the exterior of the dwelling to be maintained; and
- (i) Perform all other duties required by the Declaration and Idaho law.

ARTICLE VIII. **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary-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 disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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, 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. No person shall be simultaneously hold more than one 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:

- (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, review financial reports at least quarterly, 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 President's absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of the 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 of account; cause an annual review of the Association 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.

The officers may delegate such duties as approved by the Board to a management company, subject to the continuing oversight of the management company by the officer to insure the performance of such delegated functions.

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.

WINTERHAVEN CONDOMINIUM ASSOCIATION
Bradley Construction North, Inc.

JMB 2/4/05
By: James M. Bradley, President

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 4th day of February, 2005, before me, a Notary Public in and for said State, personally appeared James M. Bradley, President, on behalf of Bradley Construction North, Inc., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Lauri Thompson
NOTARY PUBLIC for Idaho
Residing at *Fitchburg*
Commission expires *10/22/07*

