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**BYLAWS OF
BALDWIN PARK NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the corporation is BALDWIN PARK NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as the **Association**). Meetings of Members and directors may be held at such places within the State of Idaho, Ada County, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 2.01 "**Association**" shall mean and refer to BALDWIN PARK NEIGHBORHOOD ASSOCIATION, INC., its successors and assigns.

Section 2.02 "**Properties**" shall mean and refer to certain real property described in the Articles of Incorporation; Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 2.03 "**Common Area**", if any, shall mean any common area owned by the BALDWIN PARK Neighborhood Association, Inc. and all real Properties owned by the Association for the common use and enjoyment of the Owners.

Section 2.04 "**Lot**" shall mean and refer to any Lot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 2.05 "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.06 "**Declaration**" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the office of the County Recorder of Ada County, Idaho.

Section 2.07 "**Member**" shall mean and refer to those persons entitled to Membership by being an owner of a Lot within BALDWIN PARK Subdivision, as presently recorded in the Book of Plats, records of Ada County, Idaho.

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ARTICLE III

MEETING OF THE MEMBERS

Section 3.01 "**Annual Meetings**" - The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and a subsequent regular annual meeting of the Members shall be held in the fall of 2003, and each year thereafter. If the day for the annual meeting of the Members is a legal holiday, the meeting will then be held at the same hour on the first day following which is not a legal holiday.

Section 3.02 "**Special Meetings**" - Special meetings of the Members may be called at any time by the President or by the Board of Directors upon written request of the Members who are entitled to vote one-tenth (1/10) of all votes of the Membership.

Section 3.03 "**Notice of Meetings**" - Written notice of each meeting of the Association shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing or delivering a copy of such notice, postage prepaid, at least ten (10) days, but not more than fifty (50) 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 such notice. Said notice shall specify the place, date, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 3.04 "**Quorum**" - Any meeting of the Membership of the Association called for the purpose of coordinating business on behalf of the Association shall require a quorum. Sixty percent (60%) of the voting Members or their proxies, by person or by written ballot or absentee ballot received three (3) days prior to an annual or special meeting, shall constitute a quorum. If, however, a quorum is not present nor represented at any meeting, the Members entitled to vote thereat shall have power to reschedule such meeting, and at the rescheduled meeting, the required quorum may be reduced to ten percent (10%) of the total votes entitled to be cast.

The Association shall have one class of voting Membership. Members shall all be owners of Lots within said subdivision and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all persons shall be Members. The vote for such Lot shall be exercised as they determine but in no event shall more than one (1) vote be cast with respect to any Lot.

The Association shall have the right to suspend any voting rights for any period during which any assessment against said Member's property remains unpaid for a period not exceeding sixty (60) days for each infraction of its published rules and regulations.

Section 3.05 "**Proxies**" - At all meetings of the Members, each Member may vote in person or by proxy or by written ballots or absentee ballots. All proxies shall be in writing and filed with the Secretary of the Association at or prior to such meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or upon failure to pay required fees or dues.

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ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 "**Number**" - The affairs of this Association shall be managed by a Board of Directors, hereinafter referred to as the Board, consisting of three (3) Directors who must be Members of the Association.

Section 4.02 "**Term of Office**" - At the annual meeting of the Association, Members shall elect three (3) Directors. Each Director shall be elected for a term of one (1) year and at such annual meeting of the Association, the Members shall elect three (3) Directors, of which at least two (2) are incumbents, for a term of one (1) year.

Section 4.03 "**Removal**" - Any Director may be removed from the Board with or without cause, by 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 expired term of his predecessor.

Section 4.04 "**Compensation**" - No Director shall receive compensation for any service he may render to the Association. However, any Director will be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.05 "**Action Taken Without a Meeting**" - The Directors have a 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 5.01 "**Nomination**" - A Nominating Committee shall make Nomination for election to the Board. Nominations may also be made from the floor at the annual meeting of the Association. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members in good standing.

Section 5.02 "**Election**" - Election to the Board shall be by secret, written absentee ballot or by raise of hand at Annual Meeting. 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 the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected.

ARTICLE VI

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MEETING OF DIRECTORS

Section 6.01 "**Regular Meetings**" - Regular meetings of the Board shall be held at least quarterly at an agreed upon time and place, or more often as deemed necessary, at such time and place as may be fixed from time to time by resolution of the Board. Should said meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.02 "**Special Meetings**" - Special meetings of the Board shall be held when called by the President or by any two (2) Directors after not less than three (3) days written notice to each Director.

Section 6.03 "**Quorum**" - A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors shall be presented at a duly held Director's meeting at which a quorum, if present, shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD

Section 7.01 "**Powers**" –

(a) Adopt and publish rules and regulations governing the use of any Common Area and facilities and the personal conduct of the Members and their guests thereon to establish penalties for the infraction thereof.

(b) Suspend the voting rights from the Association and right to use of any common recreational facilities by 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 period not to exceed sixty (60) days for the infraction of published rules and regulations.

(c) Exercise for the Association all authority, powers, and duties vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

(d) Declare the office of Member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board without excuse.

(e) Employ an attorney or such other employees as the Board deems necessary and to prescribe their duties.

Section 7.02 "**Duties**" - It shall be the duty of the Board 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-tenth (1/10) of the Members who are entitled to vote

(b) Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.

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- (c) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.
- (d) Procure and maintain adequate liability and hazard insurance.
- (e) Take such actions as deemed appropriate to enforce reasonable compliance with the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 8.01 **"Enumeration of Officers"** - The officers of the Association shall be a President and Vice-President, who shall at all times be Members of the Board, a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution require.

Section 8.02 **"Election of Officers"** - The election of officers shall take place at the first meeting of the Board following such annual meeting of the Members.

Section 8.03 **"Term"** - The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 8.04 **"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 8.05 **"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 of the Association. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.06 **"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 8.07 **"Multiple Offices"** - The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.04 herein.

Section 8.08 **"Duties"** - The duties of the officers are as follows:

(a) **President**- The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deed, and other written instruments and shall have the right to sign 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 execute and discharge such other duties as may be required of him by the Board.

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(c) **Secretary**- The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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. Or if the Association contracts the services of a management company, the company may serve the notices and keep the records as determined by the Board of Directors.

(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; shall have the right to sign checks and promissory notes of the Association; shall keep proper books of account; shall, at the request of the Board, prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meetings. Or, if the Association contracts the services of a management company, the Treasurer has the responsibility to periodically review all books of account, review the annual budget and statement of income and expenditures prior to being presented to the Association membership at the regular annual homeowners meeting.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board may appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The books, records, and papers of the Association shall, upon reasonable notice to the Secretary, be subject to inspection by any Member. The Declaration or the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the home of the Secretary of the Association, or at the office of a management company contracted by the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

AMENDMENTS

Section 11.01 These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

Section 11.02 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control and, in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall begin on January 1 each year with the exception of the first year of incorporation.

ARTICLE XIII

ASSESSMENTS

The Association shall have the right to charge Members special assessments from time to time for the purpose of carrying on the Association's affairs. Assessments shall be assessed by the Association at such times as it deems appropriate by mailing a notice to each Member of the Association notifying such Member of the amount of assessment then due and owing by such Owner. All assessments shall be due in cash as of the date set forth in the notice. Assessments not paid by an Owner within 30 days following the due date, shall bear interest at the rate of 18% per annum from each assessment's due date. All assessments shall be fixed at a uniform rate for all Owners subject thereto.

ARTICLE XIV

ARBITRATION

Any dispute between a Member of the Association and the Association regarding the applicability of the Declaration of Covenants, Conditions, and Restrictions to the Member and/or the Member's property within the subdivision, and/or regarding the enforcement by the Association against the Member of the Declaration of Covenants, Conditions, and Restrictions which is not resolved by agreement of the Association and the Member shall be subject to binding arbitration. The Association shall select the arbitrator and shall have discretion to select the arbitrator from The American Arbitration Association or from the Membership of the Idaho State Bar Association, provided, however, that the arbitrator shall not be an owner of property within the subdivision.

The foregoing Bylaws were approved by the Members per Section 11.01 of these Bylaws and the Board of this corporation at a meeting held on November 6, 2007.