

**FIRST AMENDED BYLAWS  
OF  
REFLECTION LANE HOMEOWNERS' ASSOCIATION, INC.  
(non-profit)**

**ARTICLE I**

**OFFICES**

**Section 1.1 Registered Office.** The registered office of the corporation 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. The address of the registered office may be changed from time to time by the Board of Directors of the corporation.

**ARTICLE II**

**CORPORATE SEAL**

**Section 2.1 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.

**ARTICLE III**

**MEMBERS' MEETINGS**

**Section 3.1 Place of Meetings.** The Board of Directors may designate any place within Canyon County as the place of meeting for any annual or special meeting of members called by or at the direction of the Board of Directors. Also, a waiver of notice signed by all members entitled to vote at a meeting may designate any place in Canyon County as the place for the holding of such meeting. If no place is designated by the Board of Directors, or if a special meeting is called otherwise than by or at the direction of the Board of Directors, the place of meeting shall be the registered office of the corporation.

(1) **Section 3.2 Annual Meetings.** The annual meeting of the members of the corporation shall be held in the month of June in each year at the hour of 7:00 p.m., or on such other date and at such other time which may be designated by the Board of Directors, for the 1) transaction of business as may properly come before the corporation, 2) to elect directors, 3) to provide members an annual income statement for that year and a statement of changes for the year, and 4) to set any fees due from members during the following year. 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 the Board of Directors or the president of the corporation or by the holders of at least twenty percent (20%) 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's secretary one or more written demands for the meeting describing the purpose(s) for which it is to be held).

**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. Only business within the purpose(s) described in the special meeting notice may be conducted at such special meeting.

**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, and, absent objection made in accordance with the Idaho Business Corporation Act ("IBCA"). 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 IBCA or the Articles of Incorporation impose a greater requirement, two-thirds (2/3) of the membership votes entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum of that voting group for action on that matter. Once a lot is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and any adjournment thereof, unless a new record date is or must be set for that adjourned meeting.

**Section 3.7 Adjournment and Notice of Adjourned Meetings.** Any meeting of members at which a quorum is present may be adjourned by the vote of a majority of the votes entitled to be cast at the meeting. If a 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, with a quorum present, at the meeting before adjournment. 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 him by signing, either personally or by his attorney-in-fact, a dated appointment form. An appointment of proxy is effective upon receipt, before or at the time of the meeting, by the secretary of the corporation or other officer or agent authorized to tabulate votes.

**Section 3.9 Voting Rights.** The Corporation shall have one (1) class of voting membership. Each lot is entitled to one (1) vote. There will not be more than one (1) vote per

parcel regardless of the number of owners. Any parcel for which there are outstanding assessments is ineligible to vote on any proposition until all assessments are satisfied. The vote applicable to a lot in the process of being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise. If a quorum exists, action on a matter is approved if at least two-thirds (2/3) of the membership votes entitled to vote are cast favoring the action, unless the IBCA requires a greater number of affirmative votes.

**Section 3.10 Corporation's Acceptance of Votes.** 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. The corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, finds the name and signature do not correspond to the name of its member, or 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 membership list must show the address and number of lots in the name of each member and must be available for inspection (at the registered agent's address or at a place identified in the meeting notice in the city where the meeting will be held) by any member, at least ten (10) days before the meeting for which the list was prepared and continuing through the meeting. A member, his agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Idaho Code §30-1-1602(3), to copy the list, during regular business hours and at his expense, during the period it is available for inspection. The corporation shall make the membership list available at the meeting; and any member, his 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 list of members does not affect the validity of action taken at the meeting.

**Section 3.12 Meeting Leadership.** At every meeting of members, the Chairman of the Board of Directors, or, if a Chairman has not been appointed or is absent, the president, or, if the president is absent, the most senior vice president present, or in the absence of any such officer, a chairman of the meeting chosen by a majority of the members entitled to vote, present in person or by proxy, shall act as chairman. The secretary or, in his absence, an assistant secretary directed to do so by the president, shall act as secretary of the meeting.

**Section 3.13 Action Without Meeting.** Action required or permitted by IBCA to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one (1) or more written consents describing the action taken, signed by all 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.

## ARTICLE IV

### DIRECTORS

**Section 4.1 Powers.** All corporate powers shall be exercised by and under the authority of the Board of Directors, subject to any limitations set forth in the Articles of Incorporation, these Bylaws, or the subdivision Declaration of Covenants, Conditions and Restrictions. The Board of Directors is charged with, and responsible for, managing the business and affairs of the corporation, and may form committees or subcommittees, and appoint the members thereof, to assist the Board in performing its legal obligations.

**Section 4.2 Size Board; Qualifications.** The number of directors authorized is fixed at three (3). No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. A director must be a resident of the Rich Porter Lemp Park Addition subdivision. 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.** The terms of the initial directors shall expire at the first members meeting at which directors are elected. Directors are elected at the annual meetings, unless a special meeting is necessary, and each director shall serve for a term of one (1) year and thereafter, despite the expiration of his term, until his successor is duly elected, or until his earlier death, resignation or removal. Directors, if elected, may serve multiple and/or consecutive terms.

**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.

**Section 4.5 Removal.** The members 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. A director may be removed by the members only at a meeting called for the purpose of removing him; 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 Vacancies.** Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal 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. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 4.7 Meetings.**

**(1) Annual Meetings.** The annual meeting of the Board of Directors shall be held immediately after the annual meeting of members and at the same place where the members' meeting is held. The Board meetings shall be held for the purpose of electing officers and transacting such other business as may lawfully come before the Board.

(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 Canyon County, Idaho.

(3) **Telephone Meetings.** Any member of the Board of Directors 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. At least one Director must be present in Canyon County during the meeting. A director participating in a meeting by such means is deemed to be present in person at such meeting.

(4) **Notice of Meetings.** Notice of the date, time and place of any regular or special meeting of the Board of Directors shall be delivered to all corporate officers at least two (2) days prior to the meeting; provided that the Board of Directors shall provide, by resolution, the date, time and place, for the meetings. Neither the business to be transacted at, nor the purpose(s) of, any regular or special meeting of the Board of Directors need be specified in the notice. Officers receive notice for the purpose of responding in a timely manner to inquiries from people who would like to attend the board meeting.

#### **Section 4.8 Quorum and Voting.**

(1) **Quorum.** Unless otherwise specifically provided by the IBCA, a quorum of the Board of Directors consists of a majority of the directors if the corporation.

(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.

(3) **Deemed Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is deemed to have assented to the action taken unless: he objects at the beginning of the meeting, or promptly upon his arrival, to holding the meeting or transacting business at the meeting; or he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after the adjournment of the meeting. Such right to dissent is not available to a director who voted in favor of an action taken.

**Section 4.9 Action Without a Meeting.** Unless otherwise provided by the Articles of Incorporation, any action required or permitted by the IBCA to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each member of the Board of Directors, as the case may be, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section 4.10 Fees and Compensation.** The directors are not entitled to compensation for services performed pursuant to these Bylaws.

**Section 4.11 General Standards for Directors.** A director shall discharge his duties as director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the corporation. In discharging his 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, employees, contractors, or consultants of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants or other persons as to matters the director reasonably believes are within such person's professional or expert competence.

A director is not acting in good faith if he knows or should have known information concerning the matter in question that makes his reliance reasonable.

## ARTICLE V

### OFFICERS

**Section 5.1 Officers Designated.** The officers of the corporation consist of a president, vice president and a secretary, each of whom shall be appointed by the Board of Directors. The same individual may simultaneously be a director and an officer.

**Section 5.2 Tenure and Duties of Officers.**

(1) **Term of Office.** Each officer shall hold office for a term of one (1) year or until death, resignation or removal. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(2) **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. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto 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 these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general the president shall

perform all duties commonly incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**(3) The Vice President.** In the absence of the president or in the event of his 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. The vice president shall perform other duties commonly incident to the office of vice president and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

**(4) The Secretary.** The secretary shall: (i) attend all meetings and keep accurate minutes of the meetings and other proceedings (especially voted-on actions) 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 authentication of the corporate records, and if applicable be custodian of the seal of the corporation and see that seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (iv) keep a register of the post office address of each member; (v) have charge and custody of and be responsible for all funds and securities of the corporation; (vi) 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 as shall be selected in accordance with the provisions of Article VI of these Bylaws; (vii) pay corporate obligations from corporate funds as authorized by the president or Board of Directors; and (viii) 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 him by the president or by the Board of Directors.

**Section 5.3 Resignation.** 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, in which event the resignation shall become effective on the resignation date. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective.

**Section 5.4 Removal.** The Board of Directors may remove any officer at any time without or without cause.

**Section 5.5 Compensation.** The officers are not entitled to compensation for services performed pursuant to the corporation's Articles of Incorporation, these Bylaws, or the conditions, covenants and restrictions.

**Section 5.6 Standards of Conduct.**

An officer shall discharge his duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the corporation. In discharging his 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, employees, contractors, or consultants of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants or other persons as to matters the director reasonably believes are within such person's professional or expert competence.

An officer is not acting in good faith if he knows or should have known information concerning the matter in question that makes his reliance reasonable.

## ARTICLE VI

### **EXECUTION OF CORPORATE INSTRUMENTS**

**Section 6.1 Execution of Corporate Instruments.** The Board of Directors may, in its discretion, by resolution determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign the corporation's name on behalf of the corporation, or to enter into contracts on behalf of the corporation according to law, and such execution or signature shall be binding upon the corporation. Authorization granted to any person hereunder may be general or confined to specific instances.

**Section 6.2 Loans.** No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**Section 6.3 Deposits and Checks.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, securities brokerage firms or other depositories as the Board of Directors may select. All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation or in special accounts of the corporation shall be signed by such person or persons as the Board of Directors shall authorize to do so. Such authorization may be general or confined to specific instances.

## ARTICLE VII

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 7.1 Scope of Indemnification.** The corporation shall indemnify and advance funds to or on behalf of the directors and officers of the corporation to the fullest extent

permitted by the IBCA, 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 IBCA permitted the corporation to provide prior to such amendment).

**Section 7.2 Saving Clause.** If this Article X, or any portion thereof, of these Bylaws 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 X that shall not have been invalidated, or by any other applicable law.

## ARTICLE VIII

### NOTICES

**Section 8.1 Methods of Notice.** Any notice under the IBCA or these Bylaws must be in writing. Notice by written electronic transmission is written notice.

**Section 8.2 Notice to Corporation.** Written notice to the corporation may be addressed to its registered agent at its registered office.

## ARTICLE IX

### RECORDS AND REPORTS

**Section 9.1 Corporate Records.**

The corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors and a record of all actions taken by the members or Board of Directors without a meeting.

The corporation shall maintain appropriate accounting records. The corporation 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.

**Section 9.2 Inspection of Records by Members.** A member of the corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the records of the corporation if he gives the corporation written notice of his demand at least five (5) days before the date on which he wishes to inspect and copy:

