

BYLAWS OF SNOW CREST OWNERS ASSOCIATION, INCORPORATED
May __, 2020

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Article I - BYLAWS OF SNOW CREST OWNERS ASSOCIATION, INCORPORATED

These are the bylaws (the “**Bylaws**”) of Snow Crest Ranch Owners Association, Incorporated, an Idaho Non-Profit Corporation (the “**Association**”).

Article II - DECLARATION INCORPORATED BY REFERENCE

The *Amended and Restated Declaration of Covenants, Conditions and Restrictions for the Snow Crest Ranch Subdivision* dated _____, 2020 (including any amendments made thereto, the “**Declaration**”), is hereby incorporated and made a part of these Bylaws. In the event of any conflict between the provisions of the Declaration and the provisions of these Bylaws, the provisions of the Declaration shall control.

Capitalized terms used in these Bylaws, if not defined in these Bylaws, shall have the same meaning as given in the Declaration.

Article III - MEMBERSHIP

Every Owner of one or more of the thirty-five (35) single family residential plots of land shown on the Plat (the “**Lots**,” or any one of them, a “**Lot**”) shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

In the event of any dispute about membership, the Member shall be determined based on the ownership of such Lot as shown in public records of the County of Teton, State of Idaho.

The name, names or entity under which membership appears on the books and records of the Association shall be maintained until such time as satisfactory evidence of a change in membership is presented to the Secretary.

Article IV - VOTING

The Association shall have one class of voting membership.

Members shall be entitled to one vote for each Lot owned that is shown on the Plat, whether or not one or more Lots are consolidated pursuant to Section 6.1 of the Declaration after the date the Plat was filed by the Declarant in the Office of the Teton County Clerk.

When more than one person or entity holds an interest in any Lot, all such persons and entities shall be Members. The one vote allocated to such Lot shall be exercised as such persons and entities shall among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. If any person or entity that is an Owner of a Lot casts a vote representing such Lot, it will be conclusively presumed for all purposes that such Owner was acting with the authority and consent of all other Owners of such Lot unless another owner of such Lot files a written protest prior to the date the votes are counted. In the event multiple Owners of a Lot

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cannot agree on how to cast their vote, any vote cast for that Lot shall be null and void with regard to the issue being voted upon.

The right to vote may not be severed or separated from the ownership of the Lot to which it is appurtenant, except that any Owner may give a revocable proxy, or may assign his or her right to vote for the term of a lease or deed of trust. Any sale, transfer or conveyance of a Lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

Article V - MEETINGS

5.1. Annual Meetings

The annual meeting of the Members shall be held at a time to be determined and noticed, on the second Saturday of September of each year if such date is not a legal holiday, but if such date is a legal holiday, then on the next succeeding business day. Members may attend the annual meeting telephonically and the Association will provide a conference call dial-in number for the annual meeting.

At the annual meeting the directors for the following calendar year shall be elected. All elections for directors shall be by ballot and the candidates receiving the highest number of votes shall be declared elected.

At the annual meeting the officers of the Association shall present their annual reports and such other business may be transacted as may come before the meeting. If the annual meeting of the members is not held as herein provided, then the election of directors may be held at any meeting thereafter called pursuant to these Bylaws.

5.2. Special Meetings

Special meetings of the Members may be held whenever called by the Board of Directors or by a majority of the directors, or by the President, or in his absence or disability by the Vice President, and shall also be called upon the request in writing of Members owning at least ten (10) percent of the number of the Lots. Calls for special meetings shall state the time and place of such meeting, and the purpose for which it is to be held. No business other than that specified in the meeting notice shall be considered at such meeting. Members may attend any special meetings telephonically and the Association will provide a conference call dial-in number for any special meetings.

5.3. Notice of Annual and Special Meetings

A written or printed notice for every annual or special meeting of the Members, stating the date and time, place and purposes of the meeting and the dial-in number for the meeting, shall be prepared and sent first class mail, registered mail, or by email by the Secretary to the last known post office or email address of each Member no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date. Notice will be deemed to be delivered on the earlier of the date the first class mail was placed in the United States mail, the date the registered mail was delivered or refused,

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or the date that the email notice was sent. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

A Member shall be deemed to have waived notice of an annual or special meeting if (i) he or she attends such meeting in person, by telephone, or by proxy or (ii) such Member shall have waived such notice in writing (including an email) that is filed with the records of the meeting either before or after the holding thereof.

At any annual or special meeting notice may be given of any adjournment of such meeting, and no other notice of an adjourned meeting need be given.

5.4. Proxies

Each Member may be represented at any annual or special meeting of Members by a duly executed proxy which shall be in writing and properly signed, but shall require no other attestation. No proxy shall be recognized unless executed within eleven (11) months of the date of the meeting at which it is presented. A Member may revoke a proxy by a writing (including an email) delivered to the Secretary at least one day before the meeting, or by attending the meeting in person or telephonically and voting in person.

5.5. Quorum

Except as may otherwise be provided by law, or in the articles of Incorporation of the Association, a quorum at any annual or special meeting of Members shall consist of at least one third (1/3rd) of the votes entitled to be cast on a matter being represented in person, by proxy, by mailed written ballot or by absentee ballot at a meeting of members.

In the absence of a quorum, the Members present may adjourn the meeting to another day, but until a quorum is secured no business may be transacted; *provided, however*, that in case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings in person or telephonically, although less than a quorum, shall, nevertheless, constitute a quorum for the purpose of electing Directors.

When a quorum is present at such a meeting, a majority of the votes represented at that meeting shall decide any question brought before such meeting, unless otherwise expressly provided by law.

At any adjourned meeting when a quorum is present any business may be transacted which would have been proper at the original meeting.

5.6. Presiding Officer

The President, or in his/her absence, the Vice President, shall preside at all meetings of the Members and shall act as chairman. In the absence of both the President and Vice President, those present and entitled to vote at the meeting shall elect a presiding officer for the meeting.

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5.7. Location of Annual and Special Meetings

Annual and special meetings shall be held in Teton County, Idaho in such place or places as the Board from time to time by resolution may determine.

5.8. Action Without Meeting

Any action required to be taken at a meeting of the 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, in accordance with the applicable provisions of the Idaho Code.

Article VI - BOARD OF DIRECTORS

6.1. Powers of the Board of Directors

The management of all affairs, property and interest of the Association shall be vested in a Board of Directors (the “**Board**” or “**Board of Directors**”). In addition to the powers and authorities expressly conferred upon the Board by these Bylaws and the articles of Incorporation, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by these Bylaws directed or required to be exercised or done by Members.

6.2. Number of Directors; Election of Directors; Filling of Vacancies

The Board shall consist of five (5) Members. Only Members may serve as directors. The number of directors on the Board may at any time be increased or decreased by the Members at any annual or special meeting, provided that there shall always be at least three (3) directors.

Directors, including any directorship to be filled by reason of an increase in the number of directors, shall be elected at the annual meeting for a term of one (1) year, and shall hold office until their successors are elected and qualify.

All vacancies in the Board, whether caused by resignation, death or otherwise, may be filled by the majority vote of the remaining director or directors, even though less than a quorum, at any regular or special meeting of the Board. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

6.3. Meetings of the Board

The Board shall hold its meetings in Teton County, Idaho, or in such other place or places, within or without the State of Idaho, as the Board from time to time by resolution may determine. Meetings of the Board may be held at any time or place upon written or email consent or waiver of notice from all Directors. Directors may attend any meetings of the Board telephonically and the Association will provide a conference call dial-in number for any meetings of the Board.

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6.4. Calling and Notice of Meetings of the Board

Meetings of the Board may be called at any time by the President, or in his/her absence or disability by the Vice President, or by any two Directors, such call stating the time and place of such meeting and the dial-in number for the meeting.

The Secretary shall notify each member of the Board of all meetings by mailing to each member's last known post office address, postage prepaid, at least two (2) days before any such meeting, a written or printed notice thereof, giving the time and place, .

Notice of any meeting of the Board of Directors need not be given to any Director that attends such meeting or waives such notice in writing, filed with the records of the meeting either before or after the holding thereof; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the Directors shall be present at such meeting. Any business may be transacted at any meeting at which every Director is present.

6.5. Quorum

A majority of the whole Board shall be necessary to constitute a quorum for the transaction of business of the Association, and at any Board meeting at which there is a quorum a majority of the Directors in attendance shall decide any action, except as otherwise provided in these Bylaws or in the Articles of Association, or as required by law.

6.6. Action Without Meeting

Any action to be taken at a meeting of the Board 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, in accordance with the applicable provisions of the Idaho Code.

6.7. Emergencies

In case of an emergency in which the Board determines it must act prior to giving notice of a special meeting of Members or of the Board as required by these Bylaws, the Board of Directors shall give as much notice as is possible under the circumstances and attempt to gather a quorum of Members or the Board, as the case may be, the Board may act pursuant to Idaho Title 30 – Associations, and any action taken by the Board of Directors or Members pursuant thereto, as the case may be, shall be a valid act of the Association.

6.8. Members may approve fixed sum for Directors' attendance at meetings

No stated salary shall be paid to Directors, as such, for their services, but by resolution of the Members passed at an annual or special meeting, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

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Article VII - OFFICERS OF THE ASSOCIATION

7.1. Officers and Election of Officers

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected for a term of one year by the Board at their first meeting after each annual meeting of the Members. The Board may elect such other officers and appoint such agents as it may deem necessary or expedient, to hold office during its pleasure and to have such authority and perform such duties as shall be prescribed from time to time by the Board.

Only a Member that is also a Director may serve as the President or Vice President of the Association. Neither the Treasurer nor the Secretary is required to be a Member or a Director of the Association.

At the discretion of the Board, any two or more offices may be held by the same person, except that the President may not hold any other office.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he shall resign or shall have been removed in the manner hereinafter provided.

7.2. Removal of Officers or Agents

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of a majority of the whole Board, with or without cause, whenever in its judgement the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.3. Vacancies

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

7.4. Absence

In the case of the absence or inability to act of any officer of the Association and of any person herein authorized to act in the officer's place, the Board from time to time may delegate powers and duties of such office to any other officer, or any director or to any other person whom they may select.

7.5. President

The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Association.

The President shall, when present, preside at all meetings of the Members and of the Board.

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The President may sign with the Secretary or any other proper officers of the Association thereunto authorized by the Board of Directors, certificates of membership in the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

7.6. Vice President

In the absence of the President or in the event of his death, 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 restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

7.7. Secretary

The Secretary shall (a) keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of mailing and email addresses of each Member which shall be furnished to the Secretary by each Member; (e) have a general charge of stock transfer books of the Association; and (f) in general, perform all duties 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 such as Treasurer.

7.8. Treasurer

The Treasurer shall (a) if required by the Board, give a bond for the faithful discharge of his duties in such sum and with such surety as the Board may determine; (b) have charge and custody of and be responsible for all funds and securities of the Association; (c) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of Snow Crest Ranch Owners Association, Incorporated, in such banks, trust companies or other depositories as the Board may determine; and (d), in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the President or the Board of Directors.

Article VIII - OFFICES

The principal office of the Association shall be in Teton County, Idaho

Article IX - FINANCE

The money of the Association shall be deposited in the name of Snow Crest Ranch Owners Association, Incorporated in such depository or depositories as may be designed by the Board of

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Directors, and shall be withdrawn there from only by checks signed by the officer or officers designated by resolution of the Board of Directors.

Article X - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of Members and the Board of Directors and all committees having any of the authority of the Association, and shall keep at its principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by a Member or Member's agent or attorney for any proper purpose, subject to the provisions of Idaho Code 30-30-1102.

The Treasurer will provide an annual accounting showing Association income and expenses. The accounting required will only be such as will reasonably inform the Members of the Association's income and expenses. This accounting will be provided to any Member requesting the same, and only for the previous five (5) years.

Article XI - NOTICES

Whenever the provisions of the statutes of Idaho or of the Bylaws require notice to be given to a director, officer or member, they shall not be constructed to mean personal notice; such notice may be given in writing by email addressed to such director, officer or member, at his or her email address as the same appears on the books of the Association; and the time and date emailed shall be deemed to be the time of giving notice.

A waiver of any notice by a director, officer or member sent from his or her email address as the same appears on the books of the Association, shall be deemed a notice to be given to any director, officer or member, at his or her email address as the same appears on the books of the Association; and the time and date emailed shall be deemed to be the time of giving notice.

Article XII - AMENDMENT

Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at any annual meeting of the Members or at any special meeting of the Members called for that purpose, by a vote representing a majority of the voting rights of the Members.

Article XIII - INDEMNIFICATION

Each director or officer of the Association, now and hereafter serving as such, shall be indemnified and held harmless by the Association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as a director or officer of the Association, except for claims and liabilities arising out of said director's purposeful misconduct or gross negligence.

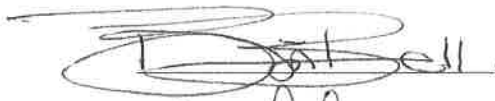
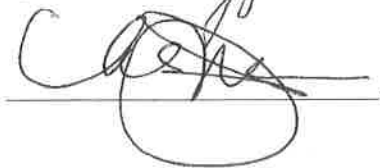
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ADOPTION OF BYLAWS

We, the undersigned, being all of the Directors of the Snow Crest Ranch Owners Association, Incorporated do hereby assent to the within and foregoing Bylaws and hereby adopt the same as the

Bylaws of Snow Crest Ranch Owners Association, Incorporated.

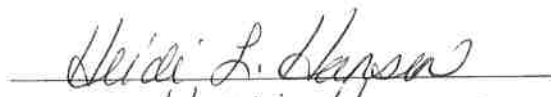
Executed this 11th day of MAY, 2020.

 , Director
 , Director
 , Director

I, the undersigned, the duly elected and acting Secretary of the Association, do hereby certify:

The foregoing Bylaws were adopted as the Bylaws of said Association on May 15, 2020
and that the same do now constitute the Bylaws of said Association.

Executed this 15 day of May, 2020.


Name: Heidi Hansen

Title: Secretary

