

**BYLAWS OF
THE COPPER RANCH OWNER'S ASSOCIATION, INC.**

**ARTICLE I
GENERAL PROVISIONS**

These Bylaws ("Bylaws") were adopted by the Members on January 30, 2025, and completely replace and amend all previous bylaws of the Copper Ranch Owner's Association, Inc., whether such previous bylaws are recorded or not.

- 1.1. Name. The name of the nonprofit corporation is the Copper Ranch Owner's Association, Inc. ("Association").
- 1.2. Formation. The Association was formed on December 12, 2002, in accordance with the Idaho Nonprofit Act, Idaho Code Section 30-30-10, *et seq.* and has all the powers and duties of a nonprofit corporation under the Act. In addition, the Association is governed by the Idaho Homeowner Association Act, Idaho Code Section 55-32-01, *et seq.* and the Idaho Condominium Property Act, Idaho Code Section 55-15-01, *et seq.* (collectively, the "Acts"). In addition to these Bylaws, the Articles of Incorporation, and other governing documents, the Association is governed by the Complete Restatement of The Declaration of Covenants, Conditions, And Restrictions For Copper Ranch Condominiums, recorded on 4/29/2025, as Instrument No. 712002.
- 1.3. Definitions. Unless otherwise defined in these Bylaws, the terms defined in the Declaration shall have the same meaning as defined in the Declaration.
- 1.4. Purpose. The Association has been formed for the purpose of exercising the powers and performing the duties of the Association as set forth in the Governing Documents.
- 1.5. Conflicts. If case any of these Bylaws conflict with the provisions of the Articles of Incorporation or the Declaration, the provisions of the Articles of Incorporation or Declaration shall control.
- 1.6. Members. Each Condominium represents a single Member, as further defined in the Articles and Declaration.
- 1.7. Voting. In all matters in which Members may vote, each Member is entitled to the number of votes as indicated under the Number of Votes column of Exhibit A of the Declaration. If multiple votes are received from a Member, those votes shall not be counted unless those votes are identical. If one owner representing the Member votes, then that vote shall be deemed to be a vote of the Member.
- 1.8. Principal Office. The principal office for the transaction of the business of the Association shall be any location within Blaine County that the Board may determine.

1.9. Registered Office and Agent. The Association shall continuously maintain a registered office and a registered agent in the State of Idaho, as required by the Act.

1.10. Application. All present and future Members, Owners, Mortgagees, invitees, licensees, and any other persons who may use the Condominiums in any manner are subject to these Bylaws and the Governing Documents, pursuant to the Declaration.

1.11. Electronic Communication. Each Member may provide an email address to the Association and, when it does, unless prohibited by Law, each Member agrees that delivery of any information, notice, or other documentation contemplated in these bylaws may be delivered solely by email. Notwithstanding the above, the Member meeting notices must be delivered personally or by US Mail (and will also be delivered by email, if an email address is provided).

1.12. Video Conference Attendance Policy. All meetings of the Association may be held and attended by video conference or other electronic means provided that such attendance allows the Member attending by video conference to hear and be heard by all others in attendance. Meetings may be held solely by video conference or other electronic means or in conjunction with a physical meeting.

1.13. Adoption of Rules. Rules may be adopted or amended by the Board or by the majority of a quorum at a meeting of the Members, pursuant to the Declaration.

ARTICLE II MEETINGS OF THE MEMBERS

2.1. Annual Meeting. The Association shall hold an Annual Meeting ("Annual Meeting") between November 1 and December 31 of each year or at another time as the Board may determine provided that one Annual Meeting is held per calendar year and that there is at least six (6) months between each Annual Meeting. All matters and business within the power of the Members may be discussed and voted upon at the Annual Meeting provided that any changes to the Declaration, these Bylaws, the Rules, or any other item requiring notice under the Governing Documents, are contemplated for a vote at the Annual Meeting, notice of those proposed changes is provided with the meeting notice. At the Annual Meeting the Board-approved budget shall be presented to the Members, in accordance with the Declaration.

2.2. Annual Meeting Notice: Written notice stating the place, day, time, location, or the video-conference link, or both, of the Annual Meeting shall be delivered by US Mail (and by email to those Members who have provided an email address) to each Member between sixty (60) and thirty (30) days prior to Annual Meeting. Notice shall be deemed to be delivered when deposited in the US Mail addressed to the member at the Member's address as it appears in the Association's records.

2.3. Member Special Meetings. Special Meetings of the Members ("Special Meeting(s)") may be called by the President, the Board, or, by providing written demand to the Secretary, Members having ten percent (10%) of the Number of Votes under Exhibit A of the Declaration.

The notice of each Special Meeting must include an agenda and only those items included on the agenda may be discussed and decided upon at the Member special meeting.

2.4. Member Special Meeting Notice. Written notice stating the place, day, time, location, or the video-conference link, or both, of the Special Member Meeting shall be delivered by US Mail (and by email to those Members who have provided an email address), to each Member between sixty (60) and ten (10) days prior to the Special Member Meeting. Notice shall be deemed to be delivered when deposited in the US Mail addressed to the member at the Member's address as it appears in the Association's records.

2.5. Proxies and Ballots. At each meeting of the Members, Members may be represented and vote by proxy. Said proxy shall have the full power of substitution of the Member unless otherwise restricted on the proxy. All proxies must be in writing, signed, and dated by the Member and unless otherwise notated, expire within 11 months of the proxy. All actions that may be taken at a meeting of the Members may be decided upon by a ballot which complies with the Idaho Nonprofit Act.

2.6. Quorum and Action of the Members. At each Member meeting, a quorum of the Members is established when Members representing a Majority of the Members are present in person, by videoconference, or by proxy. Greater than fifty percent (50%) of a quorum at any Member meeting shall constitute the act of the Members unless otherwise restricted in the Governing Documents.

2.7. Adjourned Meetings. Any Member meeting may be adjourned by a majority of a Quorum to a later date and time provided; however, that the later date and time is noticed to all Members within 48 (forty-eight) hours after the time of adjournment or prior to the reconvened meeting, whichever is sooner. At any adjourned meeting, any business may be transacted as may have been transacted at the original meeting.

2.8. Order of Business. The Board may set the order of business for all meetings provided; however, that the Annual Meeting includes, at a minimum, the following:

- a. Call to Order; Establishment of a Quorum; and Proof of Notice
- b. Approval of Previous Member meeting minutes
- c. Report of the Board
- d. Old Business
- e. New Business
- f. Election of Directors
- g. Adjournment

ARTICLE III BOARD OF DIRECTORS

3.1. General Powers. The affairs of the Association shall be managed by the Board.

3.2. Qualifications. All Directors must be Owners or, if the Member is an entity such as a corporation, company, or trust, a duly authorized representative of the Member. Directors need not be residents or domiciled in Idaho.

3.3. Number and Terms. There shall be five (5) Directors. Directors shall be elected to two (2) year staggered terms at each Annual Meeting. Subject to Section 3.4, three (3) Directors shall be elected in odd years; and two (2) Directors shall be elected in even years. If Directors are elected after the standard time of the Annual Meeting (November 1 through December 31), then those elected Directors' terms will expire as if they were elected in the year in which the Annual Meeting would have been held, had the Board not exercised its right to modify the Annual Meeting date under Section 2.1. For example, if the Board holds the Annual meeting in January of 2026, three (3) Directors shall be elected because that meeting should have been held in 2025, an odd year. The term of each newly elected Director will commence at the adjournment of the Annual Meeting (or, if necessary, Special Meeting) at which the Director is elected, unless otherwise provided for in these Bylaws. Directors shall be elected by the majority of a quorum at any meeting at which directors are elected, or by ballot.

3.4. Initial Directors. After these Bylaws, the Declaration, and the Phase 6 Agreement are recorded, the term of those (3) Directors who were appointed by the Declarant shall terminate and, within 21 (twenty-one days) after recording, those two Directors who were not appointed by the Declarant shall appoint another three (3) Directors. After those three (3) new Directors are appointed, the Board shall determine which three (3) Directors terms expire at the 2025 Annual Meeting and which two (2) Director terms expire at the 2026 Annual Meeting.

3.5. Removal. Any Director may be removed from office by the Majority of the Members (not the majority of a quorum) at any meeting of the Members duly called for such purpose.

3.6. Quorum and Action of the Board. At each Board meeting, a quorum of the Board is established when Directors representing a majority of the Board are present in person or electronically. Directors may not use proxies for Board meetings. Greater than fifty percent (50%) of a quorum at any Board meeting shall constitute the act of the Board, unless otherwise restricted in the Governing Documents.

3.7. Vacancies. Any vacancies whether by removal, resignation, death, disqualification, or other shall be filled by the remaining Directors, even if the number of remaining Directors constitutes less than a quorum of the Board. The appointed Director fills and takes the term of the appointed Director's predecessor. If all positions are vacated, a Special Meeting of the Members shall be called to fill all Director positions.

3.8. Place of Board Meetings and Email Notice. Board meetings may be held in Blaine County, ID, by teleconference, or by video conference, or a combination thereof. All Directors shall be notified of all Board meetings in person or by email and notice is deemed delivered when the email is sent. The attendance of any Director at a Board meeting waives the notice provisions unless the Director is attending solely to object to the notice provisions.

3.9. Regular Board Meeting and Notice. Regular meetings of the Board may be called by a resolution of the Board or by the President. All regular Board meetings shall be noticed to each Director ten (10) days in advance. However, there shall be a regular board meeting held immediately following the Annual Meeting ("Regular Annual Board Meeting") and notice for the Regular Annual Board Meeting is delivered to Directors and Members upon the notice for the Annual Meeting and no further notice shall be required.

3.10. Special Board Meetings and Notice. Special meetings of the Board may be called by a resolution of the Board, by the President, or by any two (2) Directors. All special Board meetings shall be noticed to each Director forty-eight (48) hours in advance, with an agenda of those items of business to be discussed. No item of business not included on the Special Board Meeting notice may be decided upon at any special Board meeting.

3.11. Member Notice. All Members shall be notified, by email, of all board Meetings forty-eight (48) hours in advance of any Board meeting. Members may attend all Board meetings except for the executive portions thereof.

3.12. Unanimous Consent without a Meeting. Any action that may be taken at a Board meeting may be taken by unanimous written consent without a meeting provided that each member of the Board agrees, in writing, to the action being taken.

ARTICLE IV OFFICERS

4.1. Election and Term. The officers of the Association shall all be Directors and consist of a President, Secretary, and Treasurer and, if so desired by the Board, a Vice President. One Director may hold both the Secretary and Treasurer position. Officers shall be elected by the Board at the Regular Annual Board Meeting or when so required or desired by the Board. Officers shall serve until the sooner of the next Regular Annual Board Meeting, until no longer qualified, or until removed by the Board.

4.2. Removal. Officers may be removed at any meeting of the Board provided that the meeting notice includes the contemplation of the removal of the Officer.

4.3. President. The President shall preside at all Association meetings of the and be the executive Officer of the Association. The President shall, in general, supervise and oversee the business and affairs of the Association, execute contracts, interact with the Manager, and assume other duties that the president of an association in the City typically assumes.

4.4. Vice President. If one is elected, the vice president shall exercise all the powers and discharge all the duties of the President in the absence of the President or upon the request of the President.

4.5. Secretary. The secretary shall keep the minutes of all meetings of the Board and the Members and who shall also, in general, perform all duties incident to the office of the secretary.

4.6. Treasurer. The Treasurer shall keep the financial records and prepare, or cause to be prepared, the budget, financial statements, and all Board policies related to receiving and disbursing Association funds.

4.7. Delegation. Any Officer or Directors may delegate his/her delegable duties to a third party.

ARTICLE V CORPORATE RECORDS AND REPORTS

5.1. Association Records. The Association shall keep, as permanent records, in written form or in electronic form which may be converted to written form in a reasonable time, all documentation as required by the Acts and any additional information as determined by a resolution of the Board. Any electronic files shall be electronically backed up, automatically, by a reputable cloud document storage vendor at least every 24 (twenty-four) hours. In addition to above requirements, the following shall be kept by the Association:

- a. Meeting Minutes, Ballots and Unanimous Consent. For a period of ten (10) years, all Board and Member minutes, all Member decisions made by ballot, all Board decisions made by unanimous consent, and all other resolutions or binding decisions made by the Members or Board.
- b. Communication to Members. For a period of seven (7) years, all written to communication sent to Members generally.
- c. Accounting Records. For a period of seven (7) years, Accounting records for each fiscal year, including a balance sheet, income statement (a.k.a. statement of operation), and tax returns. If annual financial statements are reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by the statement of the president or the treasurer stating the president's or treasurer's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.
- d. Statement of Account. A current statement of each Member's account which, after request from the Member, shall be provided to the Member no later than five (5) days after the request.
- e. Record of Members. A record of the Association's Members including a list of the Member's name, address, email, and number of votes to which each Member is entitled.
- f. Governing Documents. The Governing Documents.

g. Directors. A list of the Directors' names, addresses, and email addresses.

h. Annual Report. Each year's annual report as filed with the Idaho Secretary of State.

5.2. Distribution of Association Records. The Board shall distribute those Association records required to be distributed under the Acts to the Members, in accordance with the Acts.

5.3. Corporate Authority. The Board shall determine the method and designate the person or persons, to execute any corporate instruments, check, document, or other document and, and such execution shall be binding upon the Association unless otherwise disallowed by Law or the Governing Documents.

ARTICLE VI MISCELLANEOUS

6.1. Captions, Headings, and Severability. The captions and headings in these Bylaws are for reference and convenience only and do not limit the scope or intent of any portion of these Bylaws. Every provision of these Bylaws is intended to be severable, which means that if any part of these Bylaws is invalid, the remaining portions of these Bylaws shall not be invalidated.

6.2. Governing Law and Venue. These Bylaws shall be governed by, construed, and enforced in all respects in accordance with the laws of the State of Idaho. Any claims shall be brought in the Fifth Judicial District of Idaho, County of Blaine.

6.3. No Waiver. No waiver of any breach by a party of the terms of these Bylaws shall be deemed a waiver of any subsequent breach of these Bylaws.

6.4. Time is of the Essence. Time is of the essence with the application, requirements, and enforcement of these Bylaws.

6.5. Amendment. These Bylaws may be amended by the vote of 60% (sixty percent) of the total votes under Number of Votes column of Exhibit A of the Declaration.

CERTIFICATE OF ADOPTION

STATE OF IDAHO)
) ss.
County of Blaine)

I, John Sofro and I, Mackenzie Harbaugh, being first duly sworn upon oath, depose and state:

That John Sofro is the President of the Association.

That Mackenzie Harbaugh is the Secretary of the Association.

That on January 30, 2025, at the duly noticed Annual Meeting of the Members ("2025 Meeting") over 50 (fifty) Members, representing over 50% (fifty percent) of the Percentage of Interest in the Common Area; and Parcel B1 voted in favor of this Declaration, in person or by proxy.

That the agenda expressly informed the Members that a vote on these Bylaws, including amendments made at the 2025 Meeting, would take place at the 2025 Meeting.

Therefore, these Bylaws have passed and are in effect when recorded in the records of Blaine County.

I declare under penalty of perjury pursuant to the law of the State of Idaho that the foregoing is true and correct.

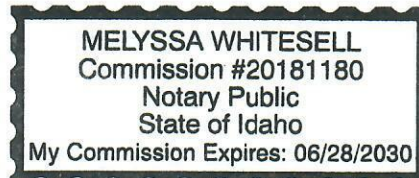
Dated this 27th of April, 2025

[Signature]
John Sofro

STATE OF IDAHO)
) ss.
County of Blaine)

Signed and sworn to before me on 25th of April, 2025 by John Sofro.

[Signature]
Notary Public for Idaho
Residing: Hailey, ID
Commission Expires: 06/28/2030



(Additional declaration/signature block follows.)

I declare under penalty of perjury pursuant to the law of the State of Idaho that the foregoing is true and correct.

Dated this 18th of April, 2025


Mackenzie Harbaugh

STATE OF IDAHO)
) ss.
County of Blaine)

Signed and sworn to before me on 18 of April, 2025 by Mackenzie Harbaugh.


Notary Public for Idaho

Residing: 246 Winterhaven Dr
Commission Expires: 8/19/2028

