BYLAWS
OF
WESTCLIFF HOMEOWNERS ASSOCIATION, INC.

Article 1
BOARD OF DIRECTORS

1.1 Board of Directors. The affairs of the association shall be governed by the board of directors which shall be composed of four (4) members. Until 100 percent (100%) of the Sublots that may be created have been sold by Declarant, Declarant shall appoint the Board of Directors, who may be individual owners of or affiliates of Declarant.

1.2 Powers and Duties. The board of directors shall have the powers and duties necessary for the administration of the affairs of the association and may do all such acts and things except those which by law or by declaration or by these bylaws or by the articles of incorporation may not be delegated to the board of directors by the members. Such powers and duties of the board of directors shall include, but shall not be limited to the following:

(a) Operation, care, upkeep and maintenance of landscaping on the Sublots;.

(b) Determination of common expenses required for the affairs of the association, including, without limitation, the maintenance of the landscaping and irrigation on the Sublots and snow removal.

(c) Collection of assessments from the owners of lots.

(d) Employment and dismissal of the personnel necessary for the maintenance and operation of the association.

(e) Adoption and amendment of any rules and regulations covering the details of the operation and the Property.

(f) Opening a bank account on behalf of the association and designating the signatory required therefore.

(g) Purchase and maintain insurance for the association.

(h) Carry out all functions of the association as set forth in the Declaration as recorded with the Blaine County Recorder, as the same may be amended from time to time.

1.3 Managing Agent and Manager. The board of directors may employ for the association a managing body at a level of compensation established by the board of directors to perform such duties and services as the board of directors shall authorize. The board of directors may delegate to the manager, all necessary powers.

1.4 **Appointment of Board of Directors.** The affairs of the association shall be managed by a board of four (4) directors.

1.5 Organization Meeting. The meeting of the members of the board of directors shall be at such time and place as shall be fixed by the members at the meeting at which such board of directors shall have been elected, and no notice shall be necessary to the newly elected members of the board of directors in order to legally constitute such meeting, providing a majority of the whole board of directors shall be present thereat.

1.6 Regular Meetings. The regular meetings of the board of directors shall be held annually or as deemed appropriate by the members of the Board at such time and place as shall be determined from time to time by a majority of the members of the board of directors. Notice of regular meetings of the board of directors shall be given to each member of the board of directors by mail, email or facsimile at least ten (10) business days prior to the day named for such meeting.

1.7 Special Meetings. Special meetings of the board of directors may be called by the president on ten (10) business days' notice to each member of the board of directors, given by mail, email or facsimile which notice shall state the time and place and purpose of the meeting. The special meetings of the board of directors shall be called by the president or secretary in like manner and on like notice on the written request of at least two (2) members of the board of directors.

1.8 Waiver of Notice. Any member of the board of directors may, at any time, waive notice of any meeting of the board of directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the board of directors at any meeting of the board of directors shall constitute a waiver of notice by him of the time and place thereof. If all the members of the board of directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

1.9 Quorum of Board of Directors. At all meetings of the board of directors, a majority, or 75% of the members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the board of directors present at a meeting at which a quorum is present shall constitute the decision of the board of directors. If, at any meeting of the board of directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. That if at any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

1.10 Compensation. No compensation shall be paid to the board of directors.

1.11 Required Election of Owners.

Until 100 percent (100%) of the Sublots that may be created have been sold by Declarant, Declarant shall appoint the Board of Directors, who may be individual owners of or affiliates of Declarant. Not later than sixty (60) days after conveyance of 100 percent (100%) of the Sublots that may be created to Owners other than Declarant, each of the Owners (one appointed individual for each Sublot), shall become a Director and member of the Board of Directors (four (4) members). The members of the Board of Directors and officers shall take office upon election.

1.12 Requirements for Turnover of Declarant Control.

Upon the appointment of Owners set forth in Section 1.10, the Declarant shall deliver to the Association all property of the Owners and of the Association held by or controlled by the Declarant, including without limitation the following items:

(a) the original or a certified copy of the recorded Declaration as amended, the Association's articles of incorporation, Bylaws, minute books, other books and records, and any Rules and Regulations which may have been promulgated;

(b) financial statements, from the date the Association received funds and ending on the date the Period of Declarant Control ends.

(c) the Association funds or control thereof;

(d) all of the Declarant's tangible personal property that has been represented by the Declarant to be the property of the Association or all of the Declarant's tangible personal property that is necessary for, and has been used exclusively in, the operation and enjoyment of the property.

(e) any insurance policies then in force, in which the Owners, the Association or its members of the Board of Directors and officers are named as insured persons;

(f) any other permits issued by governmental bodies applicable to the Project and which are currently in force or which were issued within one year prior to the date on which Owners other than the Declarant took control of the Association;

(g) written warranties of the contractor, subcontractors, suppliers, and manufacturers that are still effective;

(h) employment contracts in which the Association is a contracting party; and

(i) any service contract in which the Association is a contracting party or in which the Association or the Owners have any obligation to pay a fee to the persons performing the services.

Article 2
MEMBERSHIP & MEETINGS

2.1 **Membership**. Upon purchase of a lot, an owner shall become a member of the association. Membership rights shall be as set forth in the *Declaration of Covenants, Conditions and Restrictions for Westcliff Homeowners Association, Inc.* (the "Declaration").

2.2 **Annual Meetings**. Annual Meetings of the members shall be held as set by the board of directors, and all the members, shall elect directors to fill vacancies. The members may transact such other business at such meetings as may properly come before them.

2.3 Place of Meetings. The meeting of the lot owners shall be held at the principal office of the association or at such other suitable place convenient to the lot owners as may be designated by the board of directors.

2.4 Special Meetings. It shall be the duty of the president to call a special meeting of the members when so directed by resolution of the board of directors or upon a petition signed and presented to the secretary by not less than fifty-one percent (51%) of the members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at the special meeting except as stated in the notice.

2.5 Notice of Meetings. It shall be the duty of the secretary to deliver a notice of each annual or special meeting of the lot owners at least ten (10) days, but not more than twenty (20) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at the building or at such other address as such member shall have designated by notice in writing to the secretary. Notices shall be hand delivered, emailed, or sent prepaid by United States Mail to the mailing address of each Owner. A meeting of the Association shall be held at least once each year. Not less than ten (10) and no more than fifty (50) days in advance of any meeting, the Secretary or other officer shall cause notice to be hand delivered, emailed, or sent prepaid by United States Mail to the mailing address of each Owner. The notice of any meeting must state the time and place of the meeting and the items on the agenda including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes, and any proposal to remove an officer or member of the Board of Directors. Adjournment of Meetings. If any meeting of lot owners cannot be held because a quorum is not present, any lot owners who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

2.7 Order of Business. The order of business at all meetings of the association shall be as follows:

(a) Roll call;

(b) Proof of notice of meeting;

(c) Reading of minutes of preceding meeting;

(d) Report of officers;

(e) Report of board of directors;

(f) Report of committees;

(g) Election of directors;

(h) Unfinished business;

(i) New business.

2.8 Quorum. Except as otherwise provided in the Declaration or these bylaws, the presence in person or by proxy of members having at least 75% of the total authorized votes of all members shall constitute a quorum at all meetings of the members.

2.9 Meeting to Approve Annual Budget . At the annual meeting of the Association or at a special meeting of the Association called for such purpose, the Owners shall be afforded the opportunity to ratify a budget of the projected revenues, expenditures (both ordinary and capital) and reserves for the Association's next fiscal year as proposed by the Board of Directors. A summary of the proposed budget approved by the Board of Directors shall be mailed or emailed to the Owners within thirty (30) days after its adoption along with a notice of a meeting of the Association to be held not less than ten (10) nor more than fifty (50) days after mailing or emailing of the summary to the Owners. Unless at the meeting 75% or more of the Owners, rather than a majority of those present and voting in person or by proxy, reject the proposed budget, the budget is ratified whether or not a quorum is present at the meeting. In the event the proposed budget is rejected, the budget last ratified by the Owners continues until such time as the Owners ratify a subsequent budget proposed by the Board of Directors as provided above.

2.10 Owners' and Association's Addresses for Notices.

All Owners of each Sublot shall have one and the same registered mailing and email address to be used by the Association or other Owners for notices, demands, and all other communications regarding Association matters. The Owner or the representative of the Owners of a Sublot shall furnish such addresses to the secretary of the Association within ten days after transfer of title to the Sublot to such Owner or Owners. Such registration shall be in written form and signed by all of the Owners of the Sublot or by such persons as are authorized to represent the interests of all Owners of the Sublot. If no address is registered or if all of the Owners cannot agree, then the address of the Sublot shall be deemed their registered address until another registered address is furnished as required under this Section. If the address of the Sublot is the registered address of the Owner(s), then any notice shall be deemed duly given if delivered to any person occupying the Sublot or, if the Sublot is unoccupied, if the notice is held and available for the Owners at the principal office of the Association. All notices and demands intended to be served upon the Board of Directors shall be sent to such address as the Board of Directors may designate from time to time by notice to the Owner(s).

2.11 Board of Directors Meetings.

All meetings of the Board of Directors, at which action is to be taken by vote, will be open to the Owners and agendas for meetings of the Board of Directors shall be made reasonably available for examination by all members of the Association or their representatives, except that meetings of the Board of Directors may be held in executive session(s), without giving notice and without the requirement that they be open to Owners, in the following situations:

(a) matters pertaining to employees of the Association or involving the employment, promotion, discipline or dismissal of an officer, agent, or employee of the Association;

(b) consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;

(c) investigative proceedings concerning possible or actual criminal misconduct;

(Deuter) matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;

(e) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

Actions of the Board of Directors require approval of seventy-five percent (75%) or more of the Directors.

2.12 Right to Notice and Hearing.

Whenever the Declaration requires that an action be taken after "notice and hearing," the following procedure shall be observed: The party proposing to take the action (e.g., the Board of Directors, a committee, an officer, the Managing Agent, etc.) shall give notice of the proposed action to all Owners whose interests the proposing party reasonably determines would be significantly affected by the proposed action. The notice shall be delivered personally or mailed or emailed not less than three (3) days before the proposed action is to be taken. The notice shall include a general statement of the proposed action and the date, time and place of the hearing. At the hearing, the affected person shall have the right, personally or by a representative, to give testimony orally and/or in writing, subject to reasonable rules of procedure established by the party conducting the hearing to assure a prompt and orderly resolution of the issues. Such evidence shall be considered in making the decision but shall not bind the decision makers. The affected person shall be notified of the decision in the same manner in which notice of the hearing was given. Any Owner having a right to notice and hearing shall have the right to appeal to the Board of Directors from a decision of a proposing party other than the Board of Directors by filing a written notice of appeal with the Board of Directors within ten (10) days after being notified of the decision. The Board of Directors shall conduct a hearing within forty-five (45) days, giving the same notice and observing the same procedures as were required for the original hearing.

Article 3
OFFICERS

3.1 Designation. The principal officers of the association shall be the president, secretary and treasurer, all of whom shall be elected by the board of directors. The board of directors may appoint such other officers as in its judgment may be necessary. All officers shall be members of the association.

3.2 Election of Officers. The officers of the association shall be elected annually by the board of directors at the organizational meeting of each new board of directors and shall hold office at the pleasure of the board of directors.

3.3 Removal of Officers. Upon the affirmative vote of a majority of the members of the board of directors, any officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the board of directors, or at any special meeting of the board of directors called for such purpose.

3.4 President. The president shall be the chief executive officer of the association. He shall preside at all meetings of the lot owners and of the board of directors. He shall have all of the general powers and duties which are incident to the officer or president of a general business corporation organization under the general business corporation law of the State of Idaho, including, but not limited to, the power to appoint committees among the lot owners from time to time as he may in his discretion decide is appropriate to assist in the conduct and affairs of the association.

3.5 Secretary. The secretary shall keep the minutes of all meetings of the lot owners and of the board of directors; he shall have charge of such books and papers as the board of directors may direct; and he shall, in general, perform all the duties incident to the office of secretary of a general business corporation organized under the corporation laws of the State of Idaho.

3.6 Treasurer. The treasurer shall have the responsibility for association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He shall be responsible for the deposit of all money and other valuable effects in the name of the board of directors, or the managing agent, in such deposit as may from time to time be designated by the board of directors, and he shall, in general, perform all the duties incident to the office of the treasurer of a general business corporation organized under the corporate laws of the State of Idaho.

3.7 Agreements, Contracts, Deeds, Checks, Etc. All agreements, contracts, deeds, checks and other instruments of the association shall be executed by an officer of the association or by such other person or persons as may be designated by the board of directors.

3.8 Compensation of Officers. No officer shall receive any compensation from the association for acting as such.

Article 4
OPERATION OF THE PROPERTIES

4.1 Determination of Common Expenses and Fixing of Common Charges. The board of directors shall from time to time, and at least annually, prepare a budget for the association, determining the amount of the common charges payable by the members to meet the common expenses of the association and allocate and assess such common charges among the members on a pro rata basis. The common expenses shall include, among other things, the cost of premiums on any policies of insurance required to be, or which have been obtained by the board of directors. The common expenses shall also include the irrigation system, landscaping and snow removal costs. Common expenses may also include such amounts as the board of directors may deem proper for the operation and maintenance of the common property, including without limitations, an amount for working capital of the association, for general operating reserve, for reserve fund for replacements related to landscaping and irrigation and other items deemed appropriate and necessary by the board of directors, and to make up any deficit in the common expenses for any prior year. The common expenses shall also be used for the purposes set out in the Articles of Incorporation of this association. The board of directors shall advise all members promptly, in writing, the amount of common charges payable by each of them, respectively, as determined by the Board of directors as aforesaid, and shall furnish copies of such budget on which such common charges are based, to all members.

4.2 Insurance. The board of directors may obtain and maintain to the extent that they deem desirable or necessary any insurance and in addition, the board of directors shall be required to obtain and maintain workmen's compensation insurance if required for any employees.

4.3 Payment of the Common Charges. All members shall be obligated to pay the common charges assessed by the board of directors as more fully detailed in the declaration; and the board of directors is hereby empowered to take all of the steps and exercise all of the powers provided by the declaration regarding assessments.

4.4 Abatement and Enjoinment of Violations of Members. The violation of any rule or regulation adopted by the board of directors, or the breach of any bylaw contained herein, or the breach of any of the rules, regulations and restrictions enacted in connection herewith or hereby ratified, shall give the board of directors the right in addition to any other rights set forth in these bylaws:

(a) To enter on the lots in which, or as to which such violation to breach exists and to summarily abate and remove, at the expense of the defaulting member any structure, thing or condition that may exist therein contrary to the intent and meaning of the provisions hereby, the board of directors shall not thereby be deemed guilty in any manner or trespass or,

(b) to enjoin, abate or remedy by appropriate legal proceedings, the continuance of any such breach.

Article 5
AMENDMENT TO BYLAWS

The bylaws, and every part hereof, may from time to time and at any time, be amended, altered, repealed, and new or additional bylaws may be adopted as follows by the vote of the members entitled to exercise seventy-five percent (75%) or more of the voting power or by the written assent of such members.

Executed as of ____________________, 2023

WESTCLIFF LLC

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By:

Its: