

BY-LAWS

OF

HERITAGE VILLAGE ASSOCIATION, INC.

*Phase 1  
Ins. No.  
497272  
July 20, 1972  
Book 251*

ARTICLE I

Plan of Apartment Unit Ownership

1. The property located in Pocatello, Idaho, comprising and designated "Heritage Village Condominium" has been applied and submitted to the Provisions of Title 55, Chapter 15, Idaho Code Provision of the Condominium Property Act of the State of Idaho; and the Declaration of Condominium Regime has been filed of record, together with the Engineers Plat or map of the surface of the ground included within the condominium project, diagrammatic floor plans of buildings and the legal description of each unit in the project, with the Bannock County Recorder's Office on 20 July 1972, in Book number 251, as instrument number 497272 and following, the said condominium regime being lawfully known as "Heritage Village Condominium."

2. That the provisions of these By-laws are applicable to the property of the condominium and to the use and occupancy thereof. The term "property" as used herein shall include the land, the buildings and all other improvements thereon, including the condominium or apartment units and the common elements, owned in fee simple absolute, and all easements, rights and appurtenances belonging thereto, and all other property, personal or mixed, intended for use in connection therewith, all of which are intended to be submitted or dedicated to the provisions of the said Title 55, Chapter 15 of the Idaho Code.

3. Application. All present and future owners, mortgagees, lessees and occupants of apartment units and their employees, and any other persons who may use the facilities of the property in any manner are subject to these By-laws, the Declaration and any Rules and Regulations which may be promulgated by the Board of Directors.

The acceptance of a deed or conveyance, or the entering into the terms of a lease, or the act of occupancy of an apartment unit shall constitute an agreement that these By-laws, and such Rules and Regulations as may exist and the provisions of the Declaration, as they may be amended from time to time, are accepted, ratified, and will be complied with.

4. Office. The office of the condominium and the Board of Directors shall be located in Pocatello, Idaho, at the Heritage Village Condominium on McKinley Avenue.

## ARTICLE II

### BOARD OF DIRECTORS

1. Number and qualification. The property, business and affairs of the Association shall be controlled and managed by a Board of Directors, which shall consist of three members. The Board of Directors may be increased by amendment of these By-laws, provided, however, that the number of the Board of Directors shall not be greater than nine. Members of the Board need not be members of the Association and shall be elected by the members of the Association at their annual meeting. At each election for directors, each member entitled to vote shall have the right to cast for any one or more nominees for the Board of Directors a number of votes equal to the number of votes which attach to his or her membership pursuant to the Articles of Incorporation, multiplied by the number of directors to be elected.

2. Term and removal. Any director may be removed with or without cause by a vote of 2/3 of the total number of votes entitled to be cast by the members of the association at a meeting called for that purpose. Any director may resign by submitting a written notice to the Board of Directors stating the effective date of his resignation, and acceptance of the resignation shall not be necessary to make it effective.

3. Vacancies. Any vacancy occurring on the Board of Directors whether by removal, resignation, death, or otherwise shall be filled by majority of the remaining directors though less than a quorum of the board. A director elected to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors and until his successor is duly elected and qualified.

4. Meeting. There shall be a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association, and the Board may establish regular meetings to be held at such other places and at such other times as it may determine from time to time. After the establishment of a time and place for such regular meeting, no further notice thereof need be given. Special meetings of the Board may be called by the President or upon written request delivered to the secretary by any two directors.

5. Notices and Waiver. Five days notice of special meetings shall be given to each director by the secretary-treasurer. Such notice may be given orally, in person, or in writing served on or mailed or telegraphed to each director. Written waiver of notice signed by, or attendance at a meeting of the Board of Directors by a director shall constitute a waiver of notice of such meeting, except where attendance is for the expressed purpose of objection to the failure to receive such notice or to defects in said notice.

6. Quorum; Vote Required; Adjournment. At any meeting of the Board of Directors, a majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority of the directors present and voting shall be the act of the Board of Directors. If a quorum is not present, the majority of directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting.

7. Action of Directors without a Meeting. Any action required to be taken or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote in respect to the subject matter thereof.

### ARTICLE III

#### Officers

1. General. The officers of the Association shall be a President, one or more Vice-presidents, and a Secretary-Treasurer, all of whom shall be elected by the Board of Directors to serve at the pleasure of the Board.

2. President. The president shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall direct, supervise, coordinate, and have general control over the affairs of the Association and shall have the powers generally attributable to the chief executive officer of an Association. The President shall be a director and shall preside at all meetings of the members of the Association.

3. Vice-President. A Vice-president shall act in place of the President, in case of his death, absence, inability, or failure to act and shall perform such other duties and have such authority as from time to time delegated to him by the Board of Directors or by the President. The Vice-president shall be a director; however; if the Board of Directors elects more than one Vice-president, only one so elected need be a director.

4. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of the records and the seal of the Association and shall affix the seal to all documents requiring the same and shall see that all notices are duly given in accordance with the provisions of these By-laws as required by law, and that the books, reports and other documents and records of the Association are properly kept and filed. He shall deposit all such funds in the name of and to the credit of the Association in such banks and depositories as shall be designated by the Board of Directors. He shall keep books of account and records of his transactions, and in general shall perform all of the duties incident to the office.

5. Compensation. Officers, agents and employees shall receive such reasonable compensation for their services as may be authorized by the Board of Directors. Appointment of any officer, agent, or employee shall not in and of itself create contractual rights of compensation for services performed by such officer, agent or employee.

6. Delegating of Powers. In case of absence of any officer of the Association or for any other reason that may seem sufficient to the Board of Directors, the Board may delegate his duties and powers for the time being to any other officer or any director.

#### ARTICLE IV

#### Rights, Duties and Obligations of the Members of the Association

1. Membership. Every owner of a condominium unit shall be a member of the Association and no person or entity other than an owner of a condominium unit may be a member of the Association. If title to a condominium unit is held by more than one person, the membership related to that condominium shall be shared by all such persons in the same proportionate interest and by the same type of tenancy in which the title to the condominium unit is held. Memberships in the Association shall not be transferred except in connection with the transfer of a condominium unit. Provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a condominium unit.

2. Transfer of Membership. Transfer of membership in the Association shall occur upon the transfer of a title to the condominium unit to which the membership pertains; however, the Association shall be entitled to maintain the person, persons or entity in whose name or names the membership is recorded on the books and records of the Association until such time as evidence of the transfer of title satisfactory to the Association has been submitted to the Secretary-Treasurer. A transfer of membership shall not release the transferor from liability or obligation accrued and incidental to such membership prior to such transfer. In the event of dispute as to ownership of a condominium unit and to the membership appurtenant thereto, title to the condominium unit as shown on the public records of the County of Bannock, State of Idaho, shall be determinative.

3. Voting rights. Each owner shall be entitled to one vote for each unit or condominium owned. When more than one person holds an interest in any unit or condominium, such persons shall be members; however, the vote for such unit shall be exercised as they among themselves determine, but in such event no more than one vote shall be cast for any unit or condominium. (Notwithstanding the foregoing provision with respect to voting rights, in the event the membership of the Association should so determine by vote or amendment hereafter

effected, the voting rights of a member of the Association may be fixed, determined and based upon the owner member's percentage interest in the "Common Area" of the condominium project described in the Declaration, as the term "Common Area" is defined in Section 55-1503 of the Idaho Code; and in event of such determination or future election by the membership, in such event, the voting rights of each member owner will not necessarily in all cases be equal. And in the event of such an election, determination or amendment by the Association members, no more than a majority vote of the membership shall be required to effect such change in voting rights, notwithstanding the provisions of any other section contained in the Declaration of Condominium Regime or in the By-laws, with respect to amendments in general. In event of such future election and amendment with respect to voting, the total number of votes attached to membership certificates to be exercised by members of the Association shall be fixed and set at 10,000, all of which votes shall be exercised by the members of the Association from and after the date of any such election or amendment; and each member shall, in event of such election and amendment, be entitled to vote the same percentage of the 10,000 votes as he is given percentage in the "Common Area.")

4. Annual Meetings. An annual meeting of the members for the purpose of electing directors and transacting such other matters as may properly come before the meeting shall be held at 5:00 p.m., on the 10th day of December of each year in a convenient location in the City of Pocatello, Idaho. All business which may be lawfully transacted in any such meeting may be transacted without any further or special notice.

5. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or by written request of one-fifth of the voting power of all the members and shall be held at a convenient location in the County of Bannock, State of Idaho. The Secretary-Treasurer shall forthwith give notice of such meeting at such time as the Secretary-Treasurer may fix, not less than ten nor more than thirty-five days after the receipt of said request, and if the Secretary-Treasurer shall neglect or refuse to issue such call, the Board of Directors or members making request may do so.

6. Notice; Waiver. Notice of annual and special meetings of the members must be given in writing and must state the date, hour, place of the meeting, and generally describe the nature of the business to be transacted. Such notice shall be delivered personally to, or deposited in the mail, postage prepaid, addressed at the last known address as shown on the books of the Association, to the owners or any one of the co-owners of each membership as shown on the books of the Association and shall be delivered or deposited in the mail at least ten (10) days prior to the date of the meeting.

In the event that a special meeting is called by the members as aforesaid, they shall notify the Secretary-Treasurer in writing of the time, place and purpose of the meeting in sufficient time to permit the Secretary-Treasurer to give notice to all members in accordance with these By-laws.

Written waiver of notice signed by or attendance at a meeting by the owners or any one of the co-owners of a membership shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

7. Quorum; Vote required: Adjournment. A majority of the membership entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If a quorum is present, the action of a majority of the membership present and voting shall be the act of the members. If a quorum is not represented at a meeting, a majority of the membership present in person or by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting.

8. Certificates Held. Membership certificates held in estates or trust may be voted by the administrator, executor, guardian, trustee, conservator or receiver thereof without such membership or title to the condominium unit being transferred to said parson.

9. Conduct of the meeting. The meeting will be conducted by the officers in order of their priority. The order of business shall be a call of the roll, a reading of the notice and proof of the call, report of officers, report of committees, unfinished business, new business, election of directors, and miscellaneous business.

#### ARTICLE V.

##### Condominium Declaration Included by Reference

1. Declaration of Condominium Regime incorporated herein. Pursuant to the duly recorded Declaration of Condominium Regime, filed of record on 20 July 1972 at the Bannock County Recorder's Office, and pursuant to the Articles of Incorporation of this Association, the Declaration of Condominium Regime for "Heritage Village Condominium," is hereby incorporated by reference and made a part of these By-laws, as if set out in full herein, including (but not limited to) articles dealing with the nature and incidents of condominium ownership, the definitions of the "Association," use of condominiums, rights and obligations of the Association, and other contents and provisions therein contained. The said Declaration of Condominium Regime is annexed and appended to these By-laws as Exhibit "A."

#### ARTICLE VI.

##### Contracts, Conveyances, Checks and Miscellaneous

1. Contracts. The Board of Directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association except as otherwise specifically required by the Articles of Incorporation, or by the Condominium Declaration for the Heritage Village Condominiums.

2. Conveyances and Encumbrances; Association property may be conveyed or encumbered by authority of the Board of Directors by resolution of the Board of Directors. Conveyances or encumbrances shall be executed by instrument by the President or a Vice-President and by the Secretary-Treasurer of the Association.

3. Checks. All checks, drafts, notes and orders for the payment of money shall be signed by such persons as the Board of Directors may authorize.

4. Fiscal Year. The fiscal year or business of the Association shall begin on the 1st day of January and end on the last day of December following.

5. Records. The Association shall maintain accurate and correct books, records, and accounts of its business and properties, and they shall be kept at such places as is from time to time fixed and designated by the Board of Directors.

6. Seal. The Board of Directors may adopt an Association seal of such design as may be appropriate.

## ARTICLE VII

### Amendments

1. By-Laws. These By-laws may be amended, altered or repealed from time to time by the affirmative vote of two-thirds (2/3) of the membership of the Association, in accordance with the provisions of Article IX of the Articles of Incorporation at any annual or special meeting, as therein provided.

## ARTICLE VIII.

### Conflicts

1. Conflicts. These By-laws are set forth to comply with the requirements of Title 55, Chapter 15 of the Idaho Code. In the event that any of these By-laws should conflict with the provisions of those statutes or with the provisions of the Declaration of Condominium Regime, the provisions of the said statute or the Declaration, as the case may be, shall control.

APPROVED AND ADOPTED this 1st day of September, 1972, by all of the members of the initial Board of Directors of this Associations

51 Lawrence P. Lystrup

51 Bill L. Lystrup

51 Robert P. Correll