

SECOND AMENDED BYLAWS OF
WATERFORD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the Association is WATERFORD HOMEOWNERS' ASSOCIATION, INC. The principal office of the corporation shall be located at the law office of Smith, Woolf, Anderson & Wilkinson, 3480 Merlin Drive, Idaho Falls, Idaho 83404, but meetings of members and directors may be held at such places within the State of Idaho, County of Bonneville, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to WATERFORD HOMEOWNERS' ASSOCIATION, INC., its successors, and assigns.

Section 2. "Properties" and "Property" and shall mean and refer to that certain real property described in the Waterford Homeowners' Association's Declaration of Covenants, Conditions and Restrictions.

Section 3. "Common Area" shall mean all real property in which the Association owns an interest, and which is held for either the common use and enjoyment of the Owners, or the betterment of the property and may include landscape easements, pedestrian accesses, and open spaces.

Section 4. "Lot" shall mean and refer to any plot of land described as such on any recorded plat of the Property and designated as a building site.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Unit including contract sellers but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "CC&Rs" shall mean and refer to the Waterford Homeowners' Association's Covenants, Conditions and Restrictions applicable to the Properties and all documents amending or supplementing the same which are recorded in the Office of the Recorder of Bonneville County.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in these Bylaws.

Section 8. "Unit" shall mean and refer to any plot of land described as such on any recorded plat of the Property and designated as a building site, which may be comprised of more than one lot as recorded on the official plat map recorded in Bonneville County.

Instrument # 1739849
Bonneville County, Idaho Falls, Idaho
01/12/2023 03:00:14 PM No. of Pages: 11
Recorded for: WATERFORD HOA
Penny Manning Fee: \$40.00
Ex-Officio Recorder Deputy
Index to: BY LAWS



ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on a date in October of each year as can reasonably be scheduled.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request, by one fourth (1/4) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty 30 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to vote, of proxies entitled to vote, or of verified absentee ballots, constituting one-tenth (1/10) of the Association membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the CC&Rs, or these Bylaws. Ten percent (10%) of the 182 Units that comprise this Association shall constitute a quorum. Each Unit shall have one voting right, regardless of the number of members or owners. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to delay a scheduled vote or adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid eligible voters shall be present or be represented by proxy or absentee ballot. Absentee ballots delivered by U.S. Mail must be received one day prior to the annual meeting. The regular business of the meeting may continue without adjournment for information purposes only. No vote may take place without a quorum.

Section 5. Proxies. At all meetings of members, each member may vote in person, by absentee ballot, or by proxy. All proxies or absentee ballots shall be in writing and filed with the secretary prior to the meeting or deadline set by the Board of Directors. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

ARTICLE IV
BOARD OF DIRECTORS

Section 1: Number. The affairs of this Association shall be managed by a Board of Directors of not less than three (3) nor more than seven (7) directors, who must be members of the Association.

Section 2. Term of Office. The members shall elect directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association or Board. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. Directors shall receive compensation for their services as determined by the Board to the extent of all or a portion of their annual dues and shall be waived during their term of office. Outgoing Directors shall receive, at the discretion of the remaining Board of Directors, a gift of up to \$100.00 (one hundred dollars) at the end of their service on the Board of Directors. Any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. A record of any such action shall be kept by the Secretary of the Board.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors no less than three months prior to each annual meeting of the members. The Nominating Committee's service will end yearly at the close of the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast one vote per Unit, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Bylaws. Absentee Ballots may be accepted until the start of the annual meeting. Absentee ballots delivered by U.S. Mail must be received one day prior to the annual meeting. The person receiving the largest number of votes shall be elected. Cumulative Voting is not permitted. By motion from the membership, no recount of the ballots shall be conducted, and the ballots shall be destroyed at the conclusion of the meeting.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than quarterly, without notice, at such place and hour as may be fixed from time to time by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4. Executive Sessions. The Board may call an Executive Session at which Members of the Association are excluded upon a majority vote of the board as allowed in I.C. § 55-3204 (2) to discuss matters of personnel, hiring, bid review, contract negotiations, consulting an attorney for the purpose of obtaining legal advice, to discuss ongoing litigation, mediation, or administrative proceedings or sensitive matters relating to individual Board or Association Members, including violations and delinquent assessments.

Section 5. Virtual Attendance. Members may attend meetings by way of video conferencing, phone conferencing, or video meeting. Such attendance shall be regarded as if in person.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish monetary penalties for the infraction thereof.

(b) establish and impose penalties or fines for violation, non-compliance, or infraction of the Waterford Homeowners' Association's Covenants, Codes and Restrictions, as established in the Waterford Homeowners' Association's Covenants, Codes and Restrictions per I.C. §55-3206.

(c) suspend the voting rights and any other benefits to membership during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations until such time as the assessment has been paid in full.

(d) suspend the voting rights and any other benefits to membership after notice and hearing, for a

period not to exceed 60 days for infraction of published rules and regulations as defined in Waterford Homeowners' Association's Restated Covenants, Codes and Restrictions.

(e) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the CC&Rs;

(f) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(g) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs, (hereafter "Directors' minutes") and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by two-thirds (2/3) of the members.

(b) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) as more fully provided in the CC&Rs, to:

1. fix the amount of the annual assessment against each Unit, at least thirty (30) days in advance of each annual assessment period;

2. send written notice of each assessment to every Owner, subject thereto at least thirty (30) days in advance of each annual assessment period; and

3. foreclose the lien against any property for which assessments are not paid ninety (90) days after the due date or to bring an action at law against the owner personally obligated to pay the same per I.C. § 55-3207.

4. pursue action to recover unpaid assessments without foreclosing or waiving the lien securing the claim for unpaid assessments per I.C. § 55-3207 (5), by means of collection agency, attorney or any other legal method.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, documentation setting forth whether assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of this documentation. If such documentation states an assessment has been paid, such shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Areas to be maintained in such a manner that it contributes to the attractiveness of the neighborhood and cause the infrastructure of the Association to be maintained in working order.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall at all times be members of the Association. There shall be a president and vice-president, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. Officers of this Association's Board of Directors shall be elected annually by the Board of Directors and shall each hold office for one (1) year unless such officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve. Officers may be elected to consecutive or multiple terms. An officer should serve one year on the Board before elected President.

Section 4. Special Appointments. The Board of Directors may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine. A member of the Board shall be chairperson for the Architectural Control Committee, and liaison with the ACC and Board on all ACC matters.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The president shall preside at all meetings of the Board of Directors and the Annual Meeting; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments, shall sign checks of the Association; and shall direct the annual audit of the Association's financial records.
- (b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, shall exercise and discharge such other duties as may be required of him by the Board of Directors, and shall sign checks of the Association;
- (c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; prepare agendas for such meetings, sign checks of the Association; and perform such other duties as required by the Board of Directors. Secretary shall publish on the HOA website the minutes of meetings of the Board of Directors once officers have approved said minutes. Published Minutes of the Board of Directors meetings shall not include personal or private information concerning members of the Association. Minutes from Executive Sessions shall not be published.
- (d) Treasurer. The treasurer is responsible for all Association financial matters. Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors; shall sign checks of the Association; keep proper books of account; keep appropriate current records showing the members of the Association together with their addresses and contact information, cause all assessments, fines and penalties to be billed to the members; consent to an annual audit or review of the Association books to be made by a public accountant or other qualified person, at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership present at its regular Annual Meeting and subsequently available online; and shall cause the federal and state taxes to be filed. The Board may elect to outsource the bookkeeping duties to an individual or entity which shall report to the Treasurer.

ARTICLE IX

COMMITTEES

The Association shall establish Committees, including an Architectural Control Committee, as provided in the CC&Rs and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose, including Landscape Committee, and Social Committee, and Compliance Committee.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any member. The CC&Rs, Articles of Incorporation and the Bylaws shall be available for inspection by any member and copies may be purchased at reasonable cost. The same shall be made available in digital format on the Association's website.

ARTICLE XI
ASSESSMENTS

As more fully provided in the CC&Rs, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If an assessment is not paid within sixty (60) days after the due date, and at the discretion of the Board of Directors, the assessment shall bear interest from the date of delinquency at the rate determined by the Board at the beginning of each fiscal year, but not more than eighteen 18 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner or member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Unit.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words Waterford Homeowners Association, Inc.

ARTICLE XIII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a majority vote of eligible Members as identified in Article III.4. A signed and dated statement from Members eligible to vote shall be a valid vote to amend these Bylaws. Eligible Members are those who have not been suspended as stated in Article VII.1(c,d).

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the CC&Rs and these Bylaws, the CC&Rs shall control. I.C. Chapter 32 Homeowner's Association Act of July 1, 2022, shall be the governing statute for the Waterford Homeowners' Association.

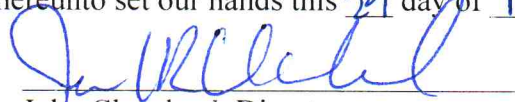
ARTICLE XIV
MISCELLANEOUS

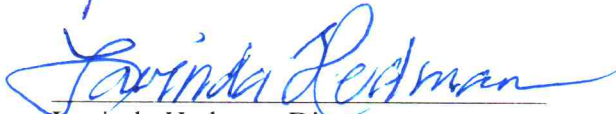
For tax purposes the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year. For accounting and budgeting purposes the fiscal year shall begin on October 1st of each year and end on September 30th of each year, concurrent with the Board of Directors' terms of service.

IN WITNESS WHEREOF, we, being all of the directors of the Waterford Homeowners' Association, Inc.,

have hereunto set our hands this 29 day of November, 2022.

Corporate Seal

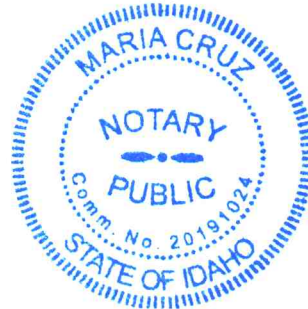

John Cleveland, Director.


Lavinda Hedman, Director


Ynette Marx, Director


Susan Dewey, Director

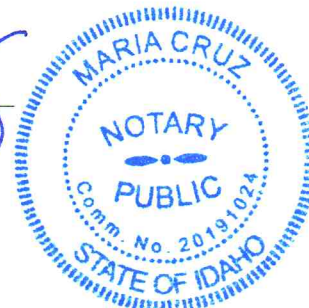

Laura Macbeth, Director



STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 16 of November 2022, before me, Maria Cruz :a Notary Public in and for said State, personally appeared John Cleveland, known or identified to me to be a director of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Maria Cruz
Notary



STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 17 of November 2022, before me, Maria Cruz :a Notary Public in and for said State, personally appeared Lavinda Hedman, known or identified to me to be a director of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

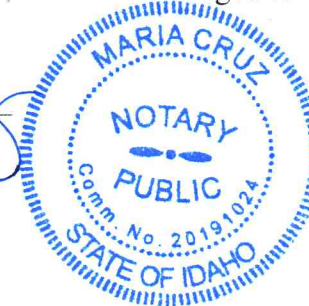
Maria Cruz
Notary



STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 29 of November, 2022, before me, Maria Cruz :a Notary Public in and for said State, personally appeared Ynette Marx, known or identified to me to be a director of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

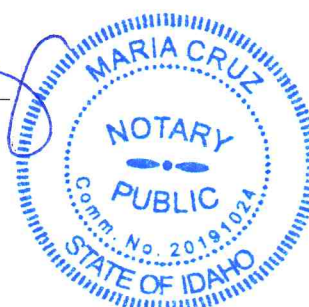
Maria Cruz
Notary



STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 31 of October, 2022, before me, Maria Cruz :a Notary Public in and for said State, personally appeared Susan Dewey, known or identified to me to be a director of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Maria Cruz
Notary



STATE OF IDAHO)
) ss.

County of Bonneville)

ON THIS 1TH of November, 2022, before me, Maria Cruz :a Notary Public in and for said State, personally appeared, Laura Macbeth, known or identified to me to be a director of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Maria Cruz
Notary

