

BYLAWS
OF
BOXELDER CREEK SUBDIVISION, INC.

ARTICLE 1
NAME AND OFFICE

Section 1. Name. The name of this Corporation is Boxelder Creek Subdivision, Inc.

Section 2. Office. The principal office of the Corporation shall be located at such place within the State of Idaho as shall be fixed from time to time by resolution of the Board of Directors. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2
DEFINITIONS

Section 1. Declaration. “Declaration” means the Declaration of Covenants, Conditions, Restrictions and Easements for Boxelder Creek Subdivision recorded in the official records of Ada County, Idaho, as Instrument No. 2024-021377, as the same may be subsequently amended or supplemented from time to time as provided therein.

Section 2. Incorporation by Reference. All capitalized terms used but not defined herein shall have the meaning given in the Declaration.

ARTICLE 3
MEMBERSHIP

Section 1. Membership. Every Owner of a Lot within the Property shall, immediately upon creation of the Corporation and thereafter during the entire period of such ownership, be a member of the Corporation. Such membership shall commence, exist, and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

Section 2. Membership List. The Secretary shall maintain at the principal office of the Corporation a membership list showing the name and address of the Owner of each Lot. The Secretary may accept as satisfactory proof of such ownership a duly executed and acknowledged conveyance, a title insurance policy, or other evidence reasonably acceptable to the Board of Directors.

ARTICLE 4
MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Corporation shall hold a meeting of the Members each calendar year.

(a) The annual meeting of the members shall be held at such hour and on such day as shall be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the meeting falls on a legal holiday, the annual meeting shall be held on the next succeeding business day.

(b) The annual meeting may be conducted in person or, with the approval of a simple majority of the Members, be conducted through an electronic or hybrid meeting model. A Member participating in a meeting by electronic means is deemed to be present in person at the meeting.

Section 2. Special Meetings. Special meetings of the members for any purpose may be called by the Board of Directors. A special meeting shall be called upon receipt by the Corporation of a written request stating the purpose of the Meeting from members having at least 25% of the voting power entitled to be cast at such a meeting. Business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

(a) The Board of Directors shall have the authority to determine that any special meetings of the Members may be held solely by means of teleconference or video, in lieu of being held at any designated place, and participation in such a meeting shall constitute presence in person at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place within _____ County, Idaho as the place for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting shall be delivered to the members not less than ten or more than sixty days before the date of the meeting, either personally or by first class or registered mail. The Board of Directors may adopt a process for Members to choose to receive notice of any meeting of the Corporation by electronic means rather than by mail. All dates and information for an electronic notice must remain the same as a mail notice. Notice by electronic transmission is written notice.

Section 5. Quorum. Members having at least 20% of the voting rights entitled to be cast at a meeting, represented in person or by proxy, shall constitute a quorum at a meeting of the members, except when a larger quorum is required by the Declaration.

Section 6. Action by Absentee Ballot. The members may vote by absentee ballot on any corporate action that may be taken at any annual, regular, or special meeting of members, subject to compliance with the requirements of Idaho Code Section 30-30-508.

Section 7. Action by Mailed Written Ballot. Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter, subject to compliance with the requirements of Idaho Code Section 30-30-508.

Section 8. Action by Members Without a 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 taken is signed by members having at least 80% of the voting power entitled to be cast at a meeting.

Section 9. Minutes of Meetings. The Corporation shall take minutes from all meetings of the Corporation and preserve the minutes for at least 10 years.

ARTICLE 5 VOTING

Section 1. Classes of Voting Membership. The Corporation shall have two classes of voting membership:

(a) Class A Members. The “Class A Members” are all Owners of Lots, except for the Declarant for so long as Declarant is the Class B Member. Until the Class B Member Termination Date (defined below), the Class A Members are not entitled to vote upon any matter. Upon the Class B Member Termination Date, Class A Members will have one vote for each Lot owned by each such Class A Member. Upon the Class B Member Termination Date, Declarant shall become a Class A Member and shall be entitled to one vote for each Lot owned by the Declarant.

(b) Class B Members. The “Class B Members” are the Declarant, and its successor(s) in title to whom Declarant has assigned the duties, rights, powers, and reservations of the Declarant contained in the Declaration. The Declarant (and its successors in title to whom the Declarant has assigned Declarant’s rights) may act by and through its designated representative. The Class B Members will have one vote for each Lot owned by the Class Members until the Class B Member Termination Date. Upon the earliest to occur of the following events, the Class B membership and Class B voting rights shall be converted to Class A membership: (1) the date upon which the Declarant (and its successors in title to whom the Declarant has assigned Declarant’s rights, as provided above) no longer owns any property or Lot within the Subdivision; (2) the date Declarant (and its successors in title to whom the Declarant has assigned Declarant’s rights, as provided above) informs the Board in writing that it no longer wishes to exercise its rights as the Class B Member; or (3) December 31, 2039. Such date shall be the “Class B Member Termination Date.” Until the Class B Member Termination Date, no Class A Member shall have any voting rights in the Association.

Section 2. Fractional Voting. When more than one person or entity owns a Lot, the vote for such Lot may be cast as they shall determine, but in no event will fractional voting be allowed. Fractional or split votes shall be disregarded, except for purposes of determining a quorum. The total number of votes as of the termination of the Class B membership and thereafter shall be equal to the total number of Lots.

ARTICLE 6 BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation, except such powers and duties as by law, or by the Declaration, or by these Bylaws may not be delegated to the Board of Directors

by the Owners. The Board of Directors may delegate responsibilities to committees or a managing agent but shall retain ultimate control and supervision.

Section 2. Number and Election. The authorized number of directors shall be a minimum of three, and no more than five, directors. Subject to the foregoing sentence, the number of directors can be increased or decreased by the Members, provided that no decrease in the number of directors shall shorten the term of any incumbent director. A Director need not be a member of the Corporation. Directors shall be elected to the Board of Directors at each annual meeting of the members. Each Director shall serve until the next annual meeting and until the election and qualification of a successor, or until such Director's death, resignation, or removal.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after and at the same time and place as the annual meeting of the members. The Board of Directors may provide the time and place within the State of Idaho for the holding of additional regular meetings without other notice than such resolution.

(a) Meetings of the Board of Directors must be open to the Members and any representative or agent designated in a signed writing by a Member to represent that Member.

(b) Upon a majority vote of the Directors, the Board of Directors may hold an executive session, at which Members are excluded, for the following purposes:

(1) To consider matters of personnel, hiring, bid review, or contract negotiation.

(2) To consider records that are not subject to disclosure under Idaho Code Sections 30-30-1101 through 1106;

(3) To consult with an attorney for the purpose of obtaining legal advice, provided that the mere presence of legal counsel at a Board meeting will not justify entering into executive session;

(4) To discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings; or

(5) To discuss sensitive matters related to an individual Member's Lot or Assessments, such as violations or delinquent Assessments.

Section 4. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5. Notice. Notice of any special meeting shall be given at least two days before the meeting to each Director. Any Director may waive notice of a meeting. Attendance by a Director is a waiver of notice. Notice may be oral or written. Notice by electronic transmission is written notice.

Section 6. Quorum. A majority of the Directors present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors

Section 7. Vacancies. Vacancies during the term shall be filled by the remaining Directors by majority vote.

Section 8. Removal. The members, by a majority vote, may remove a Director of this Corporation.

Section 9. Minutes of Meetings. The Board of Directors shall take minutes from all meetings of the Board of Directors and preserve the minutes for at least 10 years.

Section 10. Committees. The Board shall appoint any committee as deemed appropriate in carrying out its purposes.

Section 11. Corporate Transparency Act Reporting. To assist the Corporation in complying with the beneficial ownership reporting requirements set forth in the Corporate Transparency Act (31 U.S.C. § 5336), as amended, and the rules and regulations promulgated thereunder (collectively, the “CTA”), each Director must obtain and provide to the Corporation the FinCEN Identifier (as defined in the CTA) assigned to the Director by the Financial Crimes Enforcement Network of the U.S. Department of the Treasury.

(a) A person elected to be a Director is not qualified to be a Director until the Corporation has received the person’s FinCEN Identifier.

(b) Each Director must maintain its FinCEN Identifier in full compliance with the CTA at all times. A Director who fails to do so is disqualified from serving as a Director.

(c) In addition to providing a FinCEN Identifier to the Corporation, upon request from the Corporation each Director shall provide any other information necessary for the Corporation to comply with the CTA. A Director who fails to provide such requested information is disqualified from serving as a Director.

ARTICLE 7 OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two offices may be held by the same person except the offices of President and Secretary. The Board of Directors may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the members or as soon after as convenient. Each officer shall

hold office until his successor shall have been duly elected or until his death or until he resigns or has been removed.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed and in general shall perform all duties instant to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary. The Secretary shall (i) keep the minutes of the members and of the Board of Directors meetings, (ii) see that all notices required by these Bylaws are duly given, (iii) be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized, (iv) keep a register of physical addresses of each member and delegate, which shall be furnished to the Secretary by such member, (v) have general charge of the membership books of the Corporation, (vi) be responsible for authenticating records of the corporation, and (vii) in general, perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him by the President or by the Board of Directors. Such books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of its duties in such sum with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation, (ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust accounts, or other depositories as shall be selected in accordance with these Bylaws, and (iii) in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE 8 ADVISORY BOARD

Section 1. Until the Declarant's Class B membership terminates, the Declarant may create an advisory board to serve at the pleasure of the Declarant. The Declarant shall appoint and discharge advisory board members. An advisory board shall have such duties and responsibilities as the Declarant shall specify in writing.

Section 2. All actions and recommendations of an advisory board shall require ratification by the Declarant or the Board of Directors before being given effect.

ARTICLE 9 ASSESSMENT

Section 1. The Board of Directors shall fix the annual assessment period, determine a reasonable operating budget for the forthcoming assessment period, and fix the annual assessment in accordance therewith pursuant to, and in the manner provided in, the Declaration.

Section 2. The Board of Directors shall maintain records of all assessments made, all assessment payments received, and all delinquent assessments in accordance with generally accepted accounting principles.

ARTICLE 10 BOOKS AND RECORDS

Section 1. The Declaration, the Articles of Incorporation, and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at a reasonable cost.

Section 2. The books, records, and papers of the Corporation shall be subject to inspection by any Member during reasonable business hours at the principal office of the Corporation.

ARTICLE 11 INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. Scope of Indemnification. The Corporation shall indemnify and advance funds to or on behalf of the directors and officers of the corporation to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Nonprofit Corporation Act permitted the Corporation to provide prior to such amendment).

Section 2. Mandatory Indemnification of Directors. The Corporation shall indemnify a director, officer, employee, or agent of the Corporation who was successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

Section 3. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

Section 4. Amendments. Any repeal or modification of this Article 11 shall only be prospective and shall not affect the rights under this Article 11 in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director or officer.

Section 5. Saving Clause. If this Article 11 of these Bylaws or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director and may nevertheless indemnify each officer to the full extent permitted by any applicable portion of this Article 11 that shall not have been invalidated, or by any other applicable law.

ARTICLE 12 AMENDMENTS

Section 1. These Bylaws may be altered or amended by a majority of the Directors or by the members in accordance with Idaho law.

Section 2. In the case of any conflict between the Corporation's Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws or the Articles of Incorporation, the Declaration shall control.

The foregoing Bylaws of Boxelder Creek Subdivision, Inc. were adopted by the Board of Directors of the Corporation as of January 30, 2024.



Jeff Clemens, Secretary