

## Proposed By-Laws Revisions

The Board of Directors is proposing the following changes to the By-Laws. Many of these changes bring the Association into compliance with Idaho Code Title 30 Chapter 30 – Non Profit Corporations, as well as correcting formatting or grammar.

### Article II. Meetings of Members

Section C: Notices 1. – Complies with Idaho Code 30-30-305 which allows for “a fair and reasonable manner of notifying members.”

Section C: Notices 1.a. shall be changed to read: Idaho Code 30-30-305 states “The Secretary notifies members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date.

Sub-section 1.b, 1.c and 1.d shall be deleted

New Sub-section 4 shall be added that will establish the record date for the association as July 1 of each year to eliminate the need for the adoption of a resolution every year establishing the record date. This new section complies with Idaho Code 30-30-507. **The new section shall read: “Members entitled to vote at regular or special meetings of the membership shall be members who have purchased a lot or lots no later than July 1 of each calendar year.”**

Section D: Voting

Sub-section 1 shall be changed by the addition of “must meet requirements of the record date”, following the word “members” on the first line.

Sub-section 5 and sub-section 6 are in direct conflict with the Seconded Amended Covenants, Conditions and Restrictions and must be changed to come into compliance with Article IX: Assessments, Section 3.

Wording of sub-section 5 currently reads: For the purposes of approving increases for special assessments for capital improvements or other special designated projects (other than regular maintenance as described in Section D Item 3) a majority vote (as defined in Section D, paragraph 2), will be required consisting of the presence of members or member proxies at the annual meeting and/or a special noticed meeting called by the Board of Directors.

**New wording of sub-section 5 shall read: For the purposes of approving increases for special assessments for capital improvements or other special designated projects (other than regular maintenance as described in Section D Item 3) a vote of at least sixty-six (66) percent of the total votes of the Association (as defined in Section D, paragraph 2), will be required at the annual meeting and/or a special noticed meeting called by the Board of Directors.**

**Article III. Board of Directors** – changes to this section bring the Association into compliance with Idaho Code 30-30-608

Section A.3. currently reads: “In the event any member of the Board of Directors of this Association shall be absent from two consecutive regular meetings without the approval of the Board, the Board may take action at the meeting in which such second absence occurs to declare the office of said absent Director to be vacant.”

**Section A.3 new wording shall be: “Per Idaho Code 30-30-608, in the event any member of the Board of Directors of this Association shall be absent from two consecutive regular meetings without the approval of the Board, the Board may take action at the meeting in which such second absence occurs to remove the director from office. The director may be removed only if a majority of the directors then in office vote for removal.**

**A new Section A.4 to be added that reads: “Per Idaho Code 30-30-608, members may remove one (1) or more directors elected by them without cause. A meeting must be called for the purpose of removing the director and**

the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director(s).”

**A new Section 5 to be added that reads: “Per Idaho Code 30-30-608, a director appointed by the board to fill a vacancy of a director elected by the members may be removed without cause by the members, but not the board.”**

#### Section D: Vacancies

Current section reads: “Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and any such appointed Director shall hold office for the unexpired term of his predecessor in office.”

**Section D.1. new wording shall be added to read: “Vacancies on the Board of Directors shall be filled by the following method: “If the total number of individuals running for office for that year exceeds the total number of vacancies on the Board, the Board shall offer the office to the individual with the next highest number of votes until that list has been exhausted.”**

**Section D.2. new wording shall be added to read: “If there are not sufficient individuals who ran for office or the number is not sufficient to fill the vacancies on the Board, the Board shall send an electronic message to members requesting volunteers.**

**Section D.3. new wording shall be added to read: “The Board of Directors shall evaluate volunteers for their fitness for office and offer the office to the most qualified individual(s) by affirmative vote of the remaining Directors, though less than a quorum of the Board of Directors, and any such appointed Director shall hold office for the unexpired term of his predecessor in office.”**

#### **Article V: Election of Directors**

Sub-section A.2: A new sub-section shall be added that reads, “Mail in ballots shall also be acceptable if received no later than the day prior to the annual meeting.

Current Sub-section A.2 reads, “At each annual meeting or at any special meeting called for the purpose of electing Directors, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to through site ownership as defined in Article II, Section D.

Sub-section A.2 shall become Section A.3 and the words “or removing” will be inserted on line 2 after the word “electing”.

Sub-section A.3. currently reads: The nominees receiving the largest number of votes shall be elected.

A new sub-section A.4 shall read: “The nominees receiving the largest number of votes shall be elected. In the case of a time, pursuant to Idaho Code 30-30-516 the tie shall be determined by the toss of a coin.”

#### **Section D: Procedures**

A new sub-section D.1.d shall be added that reads, “Contain a proxy for members unable to attend but wishing to vote in absentia.”

Current sub-section D.2 reads: “Such ballots shall be prepared and mailed by the Secretary to the members in advance of the date set forth therein for a return (which shall be a date not later than the day before the Annual Meeting or any special meeting called for the purpose of electing Directors).”

Sub-section D.2. changed to read: “Such ballots shall be prepared and mailed by the Secretary to the members in advance of the date set forth for the annual meeting or any special meeting called for the purpose of electing or removing directors.”

#### Section E: Terms

It is the recommendation of the Board of Directors that the terms for the President and Treasurer be changed to four year terms. The amount of knowledge required for these two positions does not lend itself well to only a two year term. The management of the park is becoming more complicated with changes in federal and state laws. Because the park does not have a full time management company to take care of the day to day needs of the park, the President and Treasurer are required to be available for more hands on work. Becoming familiar with the federal, state and local laws takes some

time as does the knowledge about the Association's governing documents (Articles of Incorporation, CC&R's and Bylaws). Individuals interested in these two positions would run specifically for President and Treasurer. The other three members of the board would run for general position to be determined at the first organizational meeting of the Board following annual elections.

## **Article VI: Officers**

**Section A** the name of President Elect shall be changed to Vice-President throughout Article VI.

### **Section C: President and Duties**

The following new sub-sections to be added:

Sub-section D.3 shall read: "The President shall present the Board of Director's budget for the coming year at the annual member's meeting."

Sub-section D.4 shall read: "The President shall insure that adequate separation of duties is maintained to insure accountability within the Board of Directors. No single officer shall be solely responsible for more duties than those described within the written following job descriptions."

Sub-section 4 shall become Sub-section 5. Sub-section 4 currently reads: "The President may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association."

In sub-section 5 the word "contracts" shall be inserted on line 2 following the word "mortgages"

### **Section E: Secretary and Duties**

Sub-section E.2 reads: "The Secretary shall keep the records of the Association." The words "and maintain" shall be added after the word "keep"

### **Section F: Treasurer and Duties**

Sub-section 3 reads: "All checks issued require two signatures, the President and Treasurer, as directed by a resolution of the Board of Directors (provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board)."

The words "in excess of \$500 shall be inserted in line one following the word "checks" and a new sentence at the end that reads: "Said resolution shall specify required approvals for purchases made with Association debit or credit cards."

Sub-section 4 reads: "The Treasurer or appointed officer shall keep proper books of account and prepare an annual budget and an annual balance sheet statement."

Sub-section 4 changed to read: "The Treasurer or other appointed officer shall keep, or cause to be kept through a third party if needed, proper books of account and prepare a Treasurer's report, annual budget and an annual balance sheet."

Sub-section 5 reads: "The budget and balance sheet shall be presented to the membership at its Annual Meeting."

Sub-section 5 changed to read: "The Treasurer's Report, Balance Sheet and budget shall be presented to the membership at its Annual Meeting."

### **Section C: Member at Large Duties**

Sub-section C.2 reads: "The chairperson shall receive, process and keep the records for applications for site improvements as required and allowed by the Bylaws and the Seconded Amended Covenants, Conditions and Restrictions."

Sub-section C.2 changed to read: "The chairperson shall receive, process, which includes physical assessment of requests prior to approval to insure compliance, and keep the records of applications for site improvements as required and allowed by Bylaws and the Second Amended Covenants, Conditions and Restrictions."

## **Article VII: Assessments**

Sub-section A.1.f. reads: The Board of Directors of the Association shall be empowered to annually assess equally each site held by the members thereof and in accordance with the Seconded Amended Covenants, Conditions and Restrictions of Bear Lake RV Park No. 1, No. 2 and No.3 and the Association Bylaws through a proposed budget for approval and adoption by a majority of the member's present and any authorized proxy votes from members in good standing received prior to the annual meeting of the Association.

Sub-section A.1.f. changed to read: "The Board of Directors of the Association shall be empowered to annually assess each site held by the members thereof in accordance with the Settlement Case CV-2008-128 in the District Court of the Sixth Judicial District of the State of Idaho, in and for the County of Bear Lake, and in accordance with the Second Amended Covenants, Conditions and Restrictions of Bear Lake RV Park No. 1, No. 2 and No. 3 and the Association Bylaws through a proposed budget for approval and adoption by a majority of the member's present and any authorized proxy votes from members in good standing received prior to the annual meeting of the Association."

#### Section C: Amounts

Sub-section C.1. reads: "The Board of Directors will annually consider and adopt a budget in an amount sufficient to operate and manage the affairs of the Association and the facilities available to members which will be the basis for the determination of the annual assessments on sites held by the members."

Sub-section C.1. changed to read: "The Board of Directors will annually consider and adopt a budget in an amount sufficient to operate and manage the affairs of the Association, the facilities available to members, and provide for adequate reserves which will be the basis for the determination of the annual assessments on sites held by the members."

#### **Article IX: Books and Papers**

Section A.1.: Availability reads: "In accordance with Idaho Code, the books and written records of the Association shall at all times, during reasonable business hours, be subject to inspection by any member upon written request to the President specifying the reason thereof."

Section A.1.: Availability changed to read: "In accordance with Idaho Code 30-30-1102, the books and written records of the Association shall at all times, during reasonable business hours, be subject to inspection by any member upon written request to the President specifying the reason thereof."

A new Section A.3. shall read: "At no time shall a member remove from the Association files and records any documents, maps, papers, etc."