

THUNDER MOUNTAIN LAND OWNERS' ASSOCIATION, INC.

BYLAWS

ARTICLE I

OFFICE

The Board of Directors shall designate and the Corporation (hereinafter referred to as the "Association") shall maintain a principle office. The location of the principle office may be changed by the Board of Directors.

The location of the principle office of the Association shall be the current Secretary/Treasurer's residence.

ARTICLE II

OFFICERS

Section 1. Executive Officers. The executive officers of the Association shall be a president, a vice president, a secretary/treasurer. The officers shall be elected or appointed annually, by the Board of Directors (hereinafter sometimes referred to as the "Board"). They shall take office immediately after election or appointment.

Section 2. President. The president shall be the chief executive officer of the Association, and when present, shall preside at all meetings of the members, and shall preside at meetings of the Board of Directors. The president, unless some other person is specifically authorized by the Board of Directors, shall sign all bonds, deeds, mortgages, extension agreements, modification of mortgage agreements, leases and contracts of the Association. He/She shall perform all the duties commonly incident to his/her office, and shall perform such other duties as the Board of Directors shall designate.

Section 3. Vice President. The vice president shall have such power to perform such duties as may be assigned him/her by the board, or the president. In case of absence or disability of the president, all duties of that officer shall be performed by the vice president.

Section 4. Secretary/Treasurer. The secretary/treasurer subject to the order of the board and the president, shall have custody of valuable papers and documents of the Association, and shall have and exercise under the supervision of the board and the president, all the powers and duties commonly incident to the office. ~~The secretary/treasurer shall keep the minutes of all proceedings of the board, and of all committees, and the minutes of the members' meetings, in books provided for that purpose.~~ He/she shall also perform such other duties as may be assigned to him/her by the president or by the board. The secretary/treasurer shall with the president, sign all documents and legal papers.

Section 5. Subordinate Officers. The president, with the approval of the board, may appoint such officers and agents, as the board may deem necessary, who shall have such authority and perform such duties, as from time to time may be prescribed by president or by the board.

Section 6. Resignation and Removals. Any officer of the Association may resign at any time, by giving written notice to the Association, by filing written resignation with the secretary/treasurer of the Association, or in the case of the resignation of the secretary/treasurer, with the president or vice-president of the Association, and upon acceptance thereof by the board, shall become effective. In case the board shall neglect to act upon such resignation within thirty (30) days after its receipt, the resignation shall be effective, and the office shall be deemed vacant.

Officers and directors of this organization may be removed in the manner provided by the laws of the State of Idaho for the removal of such officers, or by a vote of the majority of the members, at a meeting duly called for that purpose. The board, by vote of not less than a majority of the entire board, may remove from office any officer or agent elected or appointed by it. Any officer or agent may be removed from office for three unexcused absences.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Election. The business and affairs of this Association shall be managed by a board of directors, which shall consist of not less than three (3) or more than nine (9) members. Their term of office shall be three (3) years, and they shall hold office until their successors are duly qualified and elected. Their term of office shall commence immediately upon election. They can be re-elected at the end of their term.

(a) All directors shall be chosen from the members of the Association, with the desire of presenting apportioned representation of all areas.

(b) The term of office shall be staggered as follows: Not more than three (3) new directors shall be elected each year, so as to have some experienced directors on the board at all times.

(c) All members of the board shall be active in the functions and activities of the Association.

Section 2. Duties and Powers: The board shall have the duties and authority to manage the business of the Association, and shall be vested with all the powers possessed by the Association itself, except where this delegation of authority is in conflict with the law, the Articles of Incorporation, or these Bylaws.

Section 3. Organization. The board shall meet immediately following the adjournment of the ~~regular meeting~~ of the Association members, to organize for the following year.

Section 4. Executive Committee. The board may elect from their number an executive committee consisting of not less than three (3) members of the board, which committee shall have all the powers of the board between meetings, regular or special.

Section 5. Meetings. Meetings of the board shall be held as needed, or as agreed upon by the board, at such place and at such hour as may from time to time be fixed by the board. Written notice of meetings of the board shall be given to each director at least one (1) full day in advance of the meeting.

Section 6. Special Meetings. Special meetings of the board may be called by the president or by a majority of the members of the board for any time and place, provided reasonable notice of such meetings shall be given to each member of the board before the time appointed for such meetings.

Section 7. Quorum. The directors shall act only as a board, and the individual directors shall have no power as such. A majority of the directors shall constitute a quorum for the transaction of business; but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum be at hand. The act of a majority of directors present at any meeting, at which there is a quorum, shall be the act of the directors, except as may be otherwise provided by law.

Section 8. Order of Business. The board may from time to time determine the order of business at its meetings.

Section 9. Chairman. At all meetings of the board, the president, or in his/her absence, the vice president, or in the absence of both, a chairman chosen by the directors present, shall preside.

Section 10. Annual Report. The board, after the close of the fiscal year, shall submit to the members of the Association, a report as to the condition of the Association and its property, and shall submit also an account of the financial transactions of the past year.

Section 11. Vacancies on the Board. Whenever a vacancy in the membership of the board shall occur, the remaining members of the board shall have the power, by a majority vote, to select a member of the Association to serve the unexpired term of vacancy.

Section 12. Fidelity Bonds. The board shall require that all officers of the Association who handle or are responsible for the Associations' funds, shall furnish adequate fidelity bonds for such amounts as the board may prescribe. The premium for which shall be paid by the Association.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meetings. ~~There shall be an annual meeting of the members of the Association, at such place as may be designated. Written notice of the annual meetings of the members shall be given to each member at least two (2) full weeks, in advance of the meeting.~~

Section 2. Special Meetings. Special meeting of the members, shall be held whenever called by the board of directors, or by at least ten percent of persons holding memberships. Notice of each special meeting stating the time, place and in general terms, the purpose or purposes thereof, shall be sent by mail to the last known address of all members, at least ten (10) days prior to the meetings.

Section 3. Election of Directors. At the regular annual membership meeting, all regular vacancies on the board shall be filled by election. The officers shall present their annual reports and all other business that may need to be transacted.

Section 4. Proxy. Every member may cast one vote, either in person or by proxy, for each lot or parcel owned by that particular member. Provided, however, only one vote shall be cast for each lot or parcel, and all joint owners shall be required to mutually agree in order for their vote to be counted for their particular lot or parcel.

Section 5. Quorum. At any annual meeting of the members of the Association, those members attending the meeting shall constitute a quorum. When a quorum is present at any meeting, the majority of those present and voting shall declare any questions brought before such meeting, unless a larger or different vote is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Vote of Confidence. This vote shall not be in conflict with voting rules as directed by the Bylaws or Articles of Incorporation. This vote is designed for joint owners of property, or others that may have interest in Thunder Mountain, such as a spouse, providing they are at least 18 years of age or older. This vote shall be called for in such matters as support (public endorsement) for decisions that the Board of Directors have made in matters that pertain to the operations of the mountain throughout the year and other matters that may have a major impact on all of those who have an interest as individuals. This type of voting shall only be done by those present at a particular meeting. There shall be no proxy vote permitted on a vote of confidence.

ARTICLE V

MEMBERSHIPS

Section 1. Qualifications. Only persons owning lots or parcels in Thunder Mountain shall be eligible for membership. Only members shall be entitled to vote. All property owners will be subject to recorded protective covenants, and rules and regulations as may be adopted by the Thunder Mountain Land Owners' Association.

ARTICLE VI

LOSS OF PROPERTY

Section 1. The Board of Directors shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member, or visitor or other person.

ARTICLE VII

NOTICES

Section 1. Notice. Whenever, according to these Bylaws, a notice shall be required to be given to any member or director, it shall not be construed to mean personal notice; but such notice may be given in writing by depositing the same in a post office in a post-paid sealed wrapper, addressed to such member or director at his address as the same appears on the books of the Association, and the time when such notice is mailed shall be deemed the time of the giving of such notice.

Section 2. Waiver of Notice. Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

ARTICLE VIII

CORPORATE SEAL

Section 1. Corporate Seal. The corporate seal shall have engraved thereon the following: "Thunder Mountain Land Owners' Association, Inc." It shall remain in the custody of the secretary and shall be by him/her affixed to all instruments in writing requiring the corporate seal for complete execution. An impression thereof is directed to be affixed to these Bylaws.

(SEAL)

ARTICLE IX

FISCAL YEAR

Section 1. The fiscal year of the Corporation shall begin on the first (1) day of August, and terminate on the thirty-first (31) day of July of each year.

ARTICLE X

SUSPENSION OF VOTING RIGHTS

Section 1. Pursuant to Section Thirteen of the Declaration of Covenants and restrictions of Thunder Mountain which grants the Association power to assess and collect from every member a uniform (yearly) charge as provided therein, the membership rights (including voting rights) of any member may be suspended by action of the Board if such member shall fail to pay when due any assessment or charge lawfully imposed by the Association upon him/her or any property owned by him/her, or if the member, his/her family, his/her tenants, or guests or any thereof shall have violated any rule or regulation of the corporation regarding the use of any property or conduct with respect thereto.

ARTICLE XI

AMENDMENTS

Section 1. Bylaws. Any provision of these Bylaws may be altered, amended or recinded and new Bylaws may be adopted by two-thirds vote of those present and voting at any regular meeting of the Association, or the Board of Directors called for such purpose, provided that a quorum is present at such meetings.

Section 2. Article of Incorporation. Any provision of the Articles of Incorporation may be proposed by any member of the Board of Directors, and may be adopted by a vote of the members of the Association as provided in Section 30-146 of the Idaho Code.

The undersigned certify that these Bylaws, reflecting numerous changes and amendments, were passed by the Board of Directors by a nine (9) to zero (0) vote on January 28, 1989.

Donald Garner
Name President

Faye Burrows
Name Secretary/Treasurer

