

BYLAWS

OF

**BEAR LAKE WEST HOA/POA
AMENITIES ASSOCIATION, INCORPORATED
(An Idaho corporation not for profit)**

As amended per ARTICLE XI, Section 1. by a majority vote of the combined HOA and the POA Boards on November 12, 2005 these Bylaws replace in whole previous Bylaws of Bear Lake West HOA/POA Amenities Association, Incorporated recorded June 13, 2005 instrument number 191513.

Article I

Membership

Section 1. Members.

a. Members. Any person who is a member of the Bear Lake West Homeowners' Association or the Bear Lake West Property Owners' Association according to the BYLAWS of each Association becomes a member of the Bear Lake West HOA/POA Amenities Association. This is further defined that with each unit (lot), either owned or long term lease (more than six months) there is one non-transferable membership attached to that unit. That membership must be identified to an individual and membership is restricted to the member and the member's immediate family. A membership is defined as two adults & unmarried children under 23 who are children of the adults.

b. Other members. In cases where there is multiple ownership (more than two owners as recorded on the deed) and trusts, the following rule applies: one membership is attached to the unit at all times, and must be identifiable as described under **Section 1.a. Members.** Additional memberships can be purchased at the standard yearly Amenities fee for each ownership that exists, but each membership must be identified to an individual. Trusts will be treated the same as multiple ownership's.

c. Non-equity members. Those non-equity Memberships that exist shall remain in effect as long as all assessments are paid by March 1st of each year. Membership will terminate upon the death of the member of record. The same rule applies as far as **Section 1. a. Member** above.

Section 2. Membership Rights. Members shall have the right to use all facilities owned by the Bear Lake West Homeowners and Property Owners Associations, presently these facilities are the Club House and associated facilities (swimming pool & tennis courts), Golf Course, Beach Front, parking areas, roads and all other amenities now owned or to be owned by the corporation. Only those members as defined under **Section 1. a Members** shall have the right to vote.

Section 3. Suspension of Membership. Breach by any member or guest of the regulations imposed by the Corporation, or failure to pay any assessment or fee lawfully imposed by the HOA/POA and notification provided to the Corporation shall constitute grounds for suspension of all membership rights, including voting rights, at the discretion of the Board of Directors of the Corporation and appeals may be made to the Board of Directors of the HOA and/or POA. No delay or omission on the part of the Board of Directors of the Corporation in exercising any right, power, or remedy herein provided, in the event of any breach of the conditions contained herein, shall be considered as a waiver thereof or acquiescence therein. A waiver of any breach of the conditions contained herein shall not be construed as a waiver of any succeeding breach or violation, and no such waiver shall result in or impose any liability on the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the members shall be held at the office of the Corporation or at any other address specified in the Notice of the Meeting in August of each year, at the time and date specified in the notice and may be held in conjunction with the Annual meetings of the Bear Lake West Homeowners' and Property Owners' Association Annual meeting(s).

Section 2. Special Meetings. Special meetings of the Corporation may be called after approval by the Board.

Section 3. Notices. Notice of meetings shall be sent to the members by the Amenities Manager, to the address of the member appearing on the records of the corporation. Notice of any meeting, regular or special, shall be mailed not less than ten (10) nor more than thirty-five (35) days in advance of the meeting and shall set forth the purposes of the meeting.

Section 4. Proxy Voting. At any membership meeting, the presence whether in person or by proxy, of members entitled to vote not less than five percent (5%) of the members, shall constitute a quorum for the transaction of business. All proxies shall be in writing and be filed with the Amenities Manager at the commencement of the meeting. Any proxy given by a person who shall not be a qualified member at the date of the meeting and any proxy given more than eleven (11) months before the date of the meeting shall be void.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Membership and Powers. The Corporation shall be governed by a Board of Directors consisting of not less than four (4) directors in accordance with Article 4 of the Articles of Incorporation of the Corporation. Without limiting the generality of the preceding sentence, or any power vested in it by law, the Board of Directors shall have the power (a) to appoint and remove, with or without cause (employees have a right of appeal for being "removed without cause" to the HOA and POA Boards), all officers, agents and employees of the Corporation, prescribe their duties, set their compensation and require of them security or fidelity bonds as it may deem expedient (nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or director of the Corporation in any capacity whatsoever); (b) to recommend the annual assessment and any special assessments to the HOA/POA Boards, notification for changes in fees for services will be given to HOA/POA Boards 90 days in advance of the proposed implementation for their review; (c) to maintain and manage property and community facilities belonging to the Corporation, and the personal conduct of members, their family, their tenants, and their guests with

respect thereto; (d) to exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those expressly reserved to the members; (e) in the event any member of the board of Directors of this Corporation shall be absent from two consecutive regular meetings without the approval of the Board of Directors, 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; and (f) to provide for security of the Amenities as well as those using the Amenities.

Section 2. Duties. It shall be the duty of the Board of Directors (a) to cause to be kept a full, true and accurate record of its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of the members or at any special meeting when requested in writing by at least 5 % of the full membership; (b) to supervise the Amenities manager and any agents appointed by the board who are employees of this Corporation, and to see and evaluate the performance of their duties.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of the remaining Directors and affirmed by the HOA/POA Boards and any such appointed Director shall hold office for the unexpired term of his/her predecessor in office.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The Annual Meeting of the Board of Directors shall be held either in conjunction with the Bear Lake West Home Owner's and Property Owner's Association annual meeting, or as established in a notice to the members.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at the office of the Corporation at a time determined by the Board on a regular basis, the time and place of the regular meetings shall be posted in the office of the Corporation. Alternate meeting locations may be held with notice as detailed in **Section 4. Notices; Waivers.**

Section 3. Special Meetings. Special meetings of the board of Directors shall be requested by the Amenities Manager upon request by any officer of the Corporation or by any two Directors. The action of a majority of the Board, although not at a regularly called meeting, shall be valid and effective in all respects if the record of the meeting shall be agreed to in writing by all members of the Board.

Section 4. Notices; Waivers. No notice need be given for the Annual or any regular meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Director, postage prepaid, at their address as it appears on the records of the Corporation, at least three days before the meeting, or given personally or by direct telephone contact not later than the day before the meeting. No notice need be given to any Director who attends the meeting, or to any Director who in writing (before or after the meeting) waives such notice.

Section 5. Quorum. At all meetings of the Board, a majority of the Board of Directors shall constitute a quorum; and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

ARTICLE V

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APPOINTMENT OF DIRECTORS

Section 1. Appointment. Directors will be appointed by the HOA/POA Boards as follows: One from the Bear Lake West Homeowners' Association Board and one from the Bear Lake West Property Owners' Association Board. The second Director from each association may be selected from their board or a member at large from their membership.

Section 2. Terms. All directors will be appointed for a three-year term. Reappointment of a director from the HOA and the POA may occur once. Exceptions to this must be approved by the HOA/POA Boards.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairperson, Amenities Manager and a Treasurer/Accountant. The Chairperson shall be a member of the Board of Directors. The Amenities Manager and Treasurer/Accountant may not be members of the Board of Directors.

Section 2. Election/Appointment by Board of Directors. The Chairperson shall be elected by the Board following the Annual Meeting of the Board and members, and shall hold such office until the next Annual Meeting or until their earlier death, resignation, or removal in accordance with the Bylaws. The Amenities Manager and Treasurer/Accountant shall be employed by the Board.

Section 3. Chairperson; Duties. The Chairperson shall be the chief executive officer of the Corporation and as such shall have general supervision of the affairs and property of the Corporation and over its several officers, subject to the direction of the Board of Directors. The Chairperson shall, if present, preside over all meetings of the Board of Directors, and shall generally do and perform all acts incident to the office of Chairperson. He/she may sign in the name and on behalf of the Corporation all written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Corporation.

Section 4. Amenities Manager; Duties. Shall manage the Amenities for the members of the HOA/POA and perform all duties as directed by the Board. The manager shall also function as the Secretary for the Board. As Amenities Manager, shall function as Agent for the Corporation.

Section 5. Treasurer/Accountant Duties. Treasurer/Accountant shall keep proper books of account and prepare an annual budget statement for the next fiscal year, and a financial statement for the past fiscal year no later than 1 October as directed by the Amenities Manager. These two statements are to be presented to the HOA/POA Boards. A review of the accounts of the Corporation, at least every three years, will be conducted by an Audit Committee. The Auditing Committee will be made up of two members from the Homeowners Association and two from the Property Owners Association who have experience in the area of finance, this individual cannot be a member of any of the three Boards.

ARTICLE VII

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FUNDING

Section 1. Operating funds:

(A) In order to enable the Corporation to properly maintain the amenities owned by the Corporation, and to construct, maintain, or repair any improvements upon property and/or owned by the Corporation and to pay any taxes due, for the benefit of the members and use by the general public, the Bear Lake West Homeowners' Association and the Bear Lake West Property Owner's Association shall annually assess the members thereof, collect such funds and provide such funds to the Corporation. These funds shall be provided to the Corporation in four equal installments, the first installment being made no later than March 1, the second installment no later than April 30, the third installment no later than May 31 and the final installment no later than June 30. Any sums collected from the members for the purpose of constructing improvements upon property and/or owned by the Corporation, or for the purpose of establishing reserves for the construction and maintenance of such improvements, shall be deemed contributions to the capital of the Corporation, to be distributed on the basis of membership shares to the HOA/POA Boards upon dissolution of the Corporation.

(B) The Board of Directors shall establish user fees and collect revenues for use of the facilities, including but not limited to the leasing of the facilities and collecting fees for use of the facilities.

Section 2. Budget. The Board of Directors will annually consider and adopt a budget in an amount sufficient to maintain, operate, pay taxes, and manage the facilities available to the members and the public. The budget shall include amounts for the maintenance and repair of improvements, purchase, maintenance and repair of equipment, liability insurance and general property taxes on the property, and such other amounts as are necessary to carry out the purposes of the Corporation set forth in the Articles of Incorporation. Each member's portion of the budget or assessment shall be determined by the joint boards of the Homeowner's and Property Owner's Associations. Upon recommendation of the Amenities Board the sum total of the assessments from members and operating revenues shall be sufficient to maintain amenities operation and assure a balanced operating budget.

ARTICLE VIII

COMMITTEES

The Board of directors may appoint such committees as it deems necessary.

ARTICLE IX

RECORDS AND DOCUMENTS

The accounts, records and documents of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member upon written request to the Board specifying the reason for the inspection request. The Board will provide the Amenities Manager notice of such inspection at least ten (10) days prior to the actual inspection.

ARTICLE XI
AMENDMENTS

Section 1. Amendment Procedure. These Bylaws may be amended at a regular or special meeting of the HOA/POA Boards by a majority vote of the combined HOA and the POA Boards (not to exceed 7 votes per Board).

Section 2. Resolution of Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 3. Implementation of 2005 Bylaw changes. In November of 2005 a change was approved at the joint board meeting that established the membership at two (2) Directors from each Association. Following the Annual Meeting in August of 2006 the two directors from each association were appointed. For the purpose of transition, one director from each association will volunteer, or be selected by lot, to serve an initial two (2) year term rather than the normal three year term. These directors will have the ability to be re-appointed subsequently to a three year term.

Following implementation of this by law transition, this paragraph may be deleted from future printings of these by laws.

EXECUTED on this 9th day of July, 2007

BEAR LAKE WEST HOA/POA AMENITIES ASSOCIATION, INCORPORATED

By: Edwin R Rowe
Title: Board Member

By: Susan Hayward
Title: Board Member

By: Kaye Petersen
Title: Board Member

By: Inez J. Batt
Title: Board Member

State of ~~Utah~~ Utah ^{KLA},
County of ~~Bear Lake~~ Rich ^{KLK}) ss

On this 9th Day of July, 2007, personally appeared before me Edwin Rowe, Susan Hayward, Inez Batt, and Kay Peterson, who being duly sworn, did say that they are the Board of Directors of the Bear Lake West HOA/POA Amenities Association, Incorporated and the foregoing instrument was signed in behalf of said corporation by authority of a resolution of the Board, and they acknowledged to me that said Corporation executed the same.

Kathy L. Hislop
NOTARY PUBLIC

My commission expires: April 13, 2011

