



Priest Lake Cabin Owners' Association, Inc.

ASSOCIATION BYLAWS

ARTICLE I
PURPOSE

Section I

- A. The purposes for which this organization is formed are:
1. To promote and protect the rights and privileges of the Members.
 2. To promote the welfare, advancement and right of privacy of the Members in the lawful enjoyment of Priest Lake, Idaho, and its environs.

ARTICLE II
MEMBERSHIP
Classes of Membership
Voting

Section I

- A. Membership of the Association shall consist of the following:
1. Current cottage site lessees of the State of Idaho whose sites are located at or near Priest Lake, Bonner County, Idaho.
 2. Those persons or entities who are owners of previously leased State of Idaho cottage sites at or near Priest Lake, Bonner County, Idaho as of August 2014.

Section 2

1. Upon a majority vote of the Board of Directors, and in their sole discretion, the Board of Directors may choose to include as members any other persons or entities who have a legal interest in property on or near Priest Lake, Bonner County Idaho.
2. The Board of Directors shall further be authorized where they deem appropriate classes of membership and association voting rights to avoid conflicts of interest within the association.

Section 3

1. For purposes of voting at meetings of the Association, votes shall be allotted on the basis of one vote for each cottage site lot, whether purchased or leased from the State of Idaho.
2. Members unable to attend a meeting of the Association may give their proxy to another member by giving written notice to the Secretary prior to the meeting.
3. Members must be in "good standing" as set forth below to participate in any vote of the Association.
4. The Board of Directors, in its sole discretion, has the right, but not the obligation, to deny membership to any person, persons or entities whose membership the Board believes would be adverse to the Association.

ARTICLE III
DUES AND FEES

Section I

- A. The membership fee and any special assessment shall be determined by the Board of Directors, subject to review by the general membership at the annual meeting. In case of joint, conjugal, or trust ownership, the fee shall be for each lot, not for each individual.

- B. Fees shall be due after January 1st of each year. The Member's cancelled check shall constitute evidence of receipt of payment.
- C. All dues and assessments must be paid in full for a Member to be considered in "good standing". A Member must be in "good standing" in order to attend Association meetings or vote.

ARTICLE IV **MEETINGS**

Section I

- A. The Board of Directors shall meet approximately 30 days prior to the regular Annual Meeting. They shall meet again within approximately 30 days after the Annual Meeting for the purpose of electing officers. The President may designate such dates and places. Special meetings may be called by the President, or at the request of any three Board members.
- B. In the event immediate action is necessary and there is not sufficient time for a formal meeting of the Board, the President is authorized to poll the Board by telephone or electronic mail. Any action agreed upon and undertaken must be ratified at the next meeting of the Board of Directors.
- C. When a Board member knows that he/she is going to be absent from a Board meeting, he/she may express his/her views on any particular matter in a letter or electronic mail to the President. The President may then cause the letter to be counted as a vote on said matter.
- D. Five Board members present at a meeting shall constitute a quorum.

Section II

- A. There shall be at least one general membership meeting each year to be held at such time and place as designated by the Board.
- B. The Board may call a special meeting of the general membership upon its own motion or upon a request of its members if it receives a petition requesting a special general membership meeting. Said petition must contain the signatures of at least TEN PERCENT of the current dues paid general membership.
- C. A quorum at such meeting shall be TEN PERCENT of the current dues paid general membership.
- D. A Member must be in "good standing" as set forth hereinabove in order to attend any meeting of the Association.

ARTICLE V **OFFICERS**

Section I

- A. The Board of Directors shall consist of nine active, dues paid Members of the Association to be elected at a regular membership meeting or at a membership meeting called for that purpose.
- B. At the annual general membership meeting three members shall be elected to the Board of Directors to serve for a term of three years.
- C. The Board of Directors shall have the power to fill any Board of Directors vacancy to serve until the next annual meeting of the Members. At such annual meeting, a Member shall be elected to serve the remaining term of the director who has vacated office. Vacancies on the Board may be created by death or resignation of any Board Member or Trustee.
- D. Directors shall assume their responsibilities at the first Board of Directors meeting following their election.
- E. There is hereby designated a position of President Emeritus, consisting of the immediate past President of the Association, established for the purpose of orderly transition from one

Association President to the next. Such position shall not be mandatory but permissive and shall last for a period of up to one year from the date of succession from one President to the next, subject to the acceptance of a term of service by the outgoing immediate past President and the approval of the incoming Association President and ratified by a majority of the Association's Directors, Trustees and Officers. The duties, if any, of the President Emeritus shall be determined by collaboration and agreement between the proposed President Emeritus and the incoming Association Officers, Directors and Trustees. Nothing herein shall prevent immediate past Officers, Trustees and Directors from continuing to attend Association meetings and provide opinions and advice to current Association Officers, Directors and Trustees.

- F. Two additional, non-voting, Trustees may be appointed from the membership by the Board of Directors when necessary. These additional Trustees shall serve until the Board meeting following the next annual meeting, and may be re-appointed.
- G. The Board of Directors may at any time, by a majority vote, appoint such additional individuals to the Board of Directors as the Board may deem beneficial to the Association. These additional Directors shall be non-voting directors and shall serve for a period of appointment through the date of the next annual meeting. Non-voting directors of the PLCOA Board need not be Members of the Association.

Section II

- A. The Board of Directors shall elect the President, Vice President, and Treasurer. A Secretary shall be appointed by the Board, and, if not already a member of the Board, shall become an ex-officio but non-voting member of the Board. Officers shall be elected at the first Board meeting following the general membership meeting of the year and shall serve in office for one year.
- B. The Board of Directors shall have the power to fill any vacancy in elective offices to serve the remainder of the year.

ARTICLE VI **DUTIES OF OFFICERS**

Section I

- A. It shall be the duty of the PRESIDENT to preside at all regular and special meeting of the Association; to act as Chairperson of the Board of Directors; to appoint standing and special committees; and to perform such other duties pertaining to the office.

Section II

- A. In the absence of the President, the VICE PRESIDENT shall preside at meetings and perform the duties of the President. Further, the VICE PRESIDENT shall manage the Association's correspondence.

Section III

- A. It shall be the duty of the SECRETARY to keep records and minutes of general meetings, meetings of the Board.

Section IV

- A. The TREASURER shall be the custodian of all funds of the Association and shall disburse the same only on order of the Board of Directors. A Treasurer's report shall be given to the Board at their meetings and to the general membership at their meetings.
- B. The Treasurer shall issue checks for disbursements. Checks over five hundred dollars to be signed by the Treasurer and co-signed by either the President or Vice President.

Section V

- A. An officer, committee chairperson, or Member shall not incur any expenses without approval of the majority of the Board of Directors present at a meeting of the Board. The Board may authorize an officer of the Association to incur and pay the ordinary and necessary ongoing expenses.
- C. Each year the Board of Directors shall appoint an individual or entity to conduct a financial review of the records of the Association, which review shall be completed at least 30 days prior to the annual meeting. The individual or entity so appointed shall not be a member or officer of the Board of Directors of the Association, and shall exercise independent judgment when conducting the financial review. The financial review shall include a written report to the Board of any irregularities or disparities discovered or determined to exist by the reviewer.
- D. The books and records of the Association shall be available for inspection by any member of the Association upon reasonable notice.

ARTICLE VII **DUTIES OF BOARD MEMBERS**

Section I

- A. It shall be the duty of Board members to attend all regular and special meetings of the Association. If unable to attend a meeting, the Board member should notify the President prior to the meeting.
- B. Board members should give assistance to the officers whenever called upon.

ARTICLE VIII **ELECTIONS**

Section I

- A. At least two weeks prior to the final Board meeting preceding a general meeting and election of Board Members, the President will appoint a Nominating Committee composed of at least three active members of the Association. This committee will recommend a slate of at least one candidate for each Board Member position to be filled and submit the names of these candidates to the Board. The secretary shall advise the general membership of the names of the nominees.
- B. Additional nominations may be made from the floor at the general meeting at which elections are held.
- C. Voting may be by secret ballot or by sign, and candidates shall be elected by a majority vote of members present at the meeting or represented by proxies.

ARTICLE IX **AMENDMENTS**

Section I

- A. The By-Laws may be amended by a SEVENTY FIVE PERCENT majority vote of members present at any general meeting of the Association. Any proposed amendments shall first be presented to the Board and prior notice shall be given to the membership.

Section II

- A. The President shall cause the By-laws to be reviewed by a committee at least once every five years.

ARTICLE X **RULES OF ORDER**

Section I

A. Roberts Rules of Order shall be the parliamentary procedure to be followed at all meetings.

ARTICLE XI
INDEMNIFICATION

Section I

A. The Priest Lake Cabin Owners' Association shall indemnify any officer or former officer of the Priest Lake Cabin Owners' Association against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Priest Lake State Lessee's Association. This indemnification shall specifically include the reasonable attorneys fees or costs of defense incurred by any officer or director. It is contemplated that the Association shall maintain a contract of insurance for errors and omissions, and it is not the intention of this section to impose individual liability upon any member of the Association for indemnification.

The By Laws have been approved by action of the Board of Directors and ratified by the general membership on the following dates:

July 15, 2017 – at the annual members' meeting