

**BY LAWS
OF
THE VISTA NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I - MEMBERSHIP MEETINGS

SECTION 1. THE ANNUAL MEETING OF MEMBERS of the Vista Neighborhood Association shall be held in the first quarter of each calendar year for the purpose of election of Directors and for the transaction of such other business as many properly come before the meeting. If the election of Directors shall not be held in the first quarter of the calendar year, the Board of Directors shall cause election to be held at a special meeting of the members as soon thereafter as conveniently may be. The Board of Directors may designate any place within the City of Boise, Idaho, as the place of meeting for the annual meeting or for any special meeting. Notice of the time and place of the annual meeting shall be given to the membership by advertisement in a daily newspaper of general circulation in the City of Boise, at least seven (7) days prior to said meeting. All residents of a household who are at least 18 years of age or older may have one vote in the election of a Director; each resident will be limited to two (2) votes per slate of candidates at each general or special election, regardless of the number of positions to be filled. Non-resident property owners, including commercial properties, are allowed one vote. Only members present at the annual or special meeting called to elect Directors may vote. Candidates may be nominated from the floor. Individuals wishing to be candidates for a position on the Board are not required to be present at the annual meeting in order to be elected. Because the priority is to encourage election of Directors to represent every district, candidates receiving votes in a district where only one candidate is running unopposed will be elected over a second-place candidate in a District that is running two candidates. This rule applies even if there are more votes received for the second-place candidate. When counting the votes in any election, three persons will preside: one person to read the ballot; one to tally the votes, and one person to oversee the process. One of the three will be a Board member who is not running for re-election. The number of votes received by each candidate will be posted at the end of the election.

SECTION 2. SPECIAL MEETINGS OF THE MEMBERS shall be held as provided in the Certificate of Incorporation, or if not so provided, then such meetings shall be called by the Board of Directors, or by the President, or on the request of not fewer than ten percent (10%) of the members of the Corporation. Notice of

special meetings shall be given in the same manner as is provided in the case of the annual meetings except where extenuating circumstances render it impossible.

SECTION 3. DUES are not required for membership or voting at the annual meeting. Voluntary contributions, or other sources as authorized by the Board of Directors may be used as an income source for the Association.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1. THE MANAGEMENT AND CONTROL of the business of the corporation shall be vested in a Board of Directors, consisting of at least seven (7) but no more than eleven (11) persons, representing the districts demonstrated in Attachment 1. Each district may be represented by a minimum of one (1) and a maximum of two (2) Directors, who shall be elected at the annual meeting of the members from among the members for a term of two years, and who shall hold office until their successors are elected and qualify. The Board of Directors may engage as such agents as it deems advisable.

SECTION 2. ANY VACANCIES IN THE BOARD OF DIRECTORS may be filled by the remaining Directors, at a regular or special meeting called for that purpose. The person so chosen as Director shall hold office finishing the term of the Director he/she has replaced, or until a successor is elected and qualified.

SECTION 3. REMOVAL OF DIRECTORS. Any Director may be removed from office for cause by two-thirds (2/3) majority vote of the total Directors. A Director may be removed from office after three (3) unexcused absences within any twelve-month period of any Board meeting.

ARTICLE III - DIRECTOR'S MEETINGS

SECTION 1. REGULAR MEETINGS OF THE BOARD OF DIRECTORS may be held monthly, September through May, at a time and place designated by the Board, without other notice than this bylaw. The Board of Directors may provide by resolution the time and place of the holding of additional regular meetings of the Board. Within the year there shall be no fewer than four (4) regularly

scheduled meetings. No notice of regular meetings need be given by the Directors.

SECTION 2. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS may be called by or at the request of the President, or in his/her absence, by the Vice President, or by any three Directors, upon written verbal, or facsimile notice (or any other means of notice authorized by the Act) given to all of the Directors.

Members of the Board of Directors thereby may participate in a meeting by conference phone, electronic mail or similar communications equipment; notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication with the Directors.

SECTION 3. QUORUM. The majority of the Board of Directors must be present to constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

SECTION 4. MANNER OF ACTING. 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, unless provided by law or by these by-laws.

SECTION 5. ACTION WITHOUT A MEETING. Any action required to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting: a) if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or b) if the nature of the action has a shortened response time (such as developer applications), a majority vote via electronic e-mail or similar communications equipment is permissible. If a), a consent in writing is used, such consent shall have the same effect as a unanimous vote.

SECTION 6. PARLIAMENTARY AUTHORITY. The rules contained in the latest edition of Robert's Rules of Order shall govern the proceedings of the Association and Board, except in such cases as are governed by statutory authority.

ARTICLE IV - OFFICERS

SECTION 1. THE OFFICERS OF THE CORPORATION shall consist of a President, Vice-President/President-Elect, a Secretary, and a Treasurer, who shall be elected for one year by the Board of Directors, following the Annual Meeting of the members, and who shall hold office until their successors are elected and qualify. The office of Secretary and Treasurer may be held by the same person.

A Sergeant-of-Arms may be appointed at the discretion of the Board of Directors, and duties assigned by the Board at that time. Any vacancies in offices may be filled by the Board of Directors at any regular or special meeting. The duties of the officers shall be such as are usually imposed upon such officials of corporations and are as required by law, and as such may be assigned to them, respectively, by the Board of Directors from time to time.

ARTICLE V - ASSETS

SECTION 1. ALL ASSETS, both tangible and intangible, shall remain within the Corporation's physical boundaries and be distributed according to the Association's Articles of Incorporation.

The Secretary of the organization shall have control over any office equipment and can keep such equipment at a location that is agreeable to the majority of the Directors of the Corporation, and within the Corporation's physical boundaries.

ARTICLE VI - AMENDMENTS

SECTION 1. THESE BY-LAWS MAY BE ALTERED, amended, or repealed and a new set of by-laws adopted by two-thirds (2/3) majority vote of the Board of Directors. At least ten (10) days prior, written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing by-laws of the VISTA NEIGHBORHOOD ASSOCIATION have been duly adopted by the Board of Directors at a meeting

held on January 15, 2004.

15 / Margaret E. Leaman
Secretary

1-15-04
Date