

**Amended Bylaws
of
Barber Valley Neighborhood Association (BVNA)**

Article 1. General Plan of Ownership

Section 1.1. Application. All members of the Barber Valley Neighborhood Association (“Association” or “BVNA”) are subject to the terms and conditions set forth in the Bylaws, as amended, of the Association.

Section 1.2. Purpose. The Association will:

- A) provide an open process by which all members of the Association may involve themselves in the affairs of the neighborhood;
- B) identify the physical and social needs of the neighborhood that might require coordination with outside agencies;
- C) identify ways to meet those needs, including seeking funding sources and programs;
- D) educate members about issues affecting neighborhoods;
- E) engage the neighborhood in the planning and development process;
- F) provide an opportunity for the people of the neighborhood to participate in the decision-making processes of the developers and government entities and agencies that impact the Association area.

Section 1.3. Association Boundary. The Association boundaries are depicted on the map attached as Exhibit A.

Article 2. Membership, Voting, and Dues

Section 2.1. Eligibility. Persons of legal age living within the BVNA boundaries are eligible for membership, including residents, property owners, business licensees, and representatives of nonprofit organizations located within the Association boundaries. Membership can be terminated by resignation or terminated immediately for any person who ceases to reside, own property, or conduct business within the boundaries of the Association.

Section 2.2. Dues. Dues are not required for membership or for voting in the Association. The Association may receive funds from sources the Board of Directors deems acceptable as income. Any income realized by the Association will be used to pursue the purposes of the Association. No board member will receive compensation.

Section 2.3. Election of Directors. While all residents may participate as members, each resident, business owner, or other property ownership-based interest is entitled to vote as described in Exhibit B of these Bylaws. The methods of voting can be in person, by absentee ballot or proxy delivered to a member of the Board of Directors either by email or text utilizing the document form as

shown on Exhibit C of these Bylaws. When a vote is scheduled by the Board of Directors, the Board of Directors may have available, if practicable, a membership list which each person voting shall sign to validate their vote(s). Except as otherwise noted, a simple majority vote of the members is sufficient to carry whatever matter is being voted upon.

Section 2.4. Authority of the Board of Directors. The Board of Directors, through an appointed spokesman, may represent the Association on matters that have been considered by the Board of Directors and, when necessary, by the membership at a BVNA meeting. The Board of Directors may act on issues that it deems may affect the Association members as it sees fit as long as the Board has, by majority vote, considered such action and approved such action. The Board may from time to time call a meeting of the membership before taking action on any such public issue when the Board deems such a meeting necessary. It is the intent of this section that the Association shall represent the consensus of the members, and if consensus cannot be reached, then no representation shall be made in the name of the Association on behalf of its members. The Board is obligated to conduct a meeting of the membership annually during the month of January for the purpose of electing Board members, each of whom shall be designated as either Class I (Directors with terms ending in an odd year) or Class II (Directors with terms ending in even years) at the time of election to maintain staggered Board terms. Each Director term is for two years from the date of election. The Board shall elect from within its membership a President, Vice President, Secretary and Treasurer (or a Secretary-Treasurer, at the board's discretion).

2.5 Minutes. The Board shall cause to have minutes of each and every meeting recorded and available to any and all members. Minutes and related materials will be posted on the BVNA web site.

Article 3. Meetings

Section 3.1. Participation. BVNA board meetings are open to all Association members.

Section 3.2. Regular Meetings. The Board of Directors shall hold at least nine regular monthly meetings during the year unless determined otherwise by the Board of Directors. The schedule for regular meetings shall be established at the Board's first meeting following the annual membership meeting and posted on the BVNA web site.

Section 3.3. Place of Meetings. Meetings shall be held in one of the community centers within Harris Ranch, River Heights, or other suitable location within the Association boundaries or as close thereto as is practicable.

Section 3.4. Agenda. Any member of the Association may add any discussion item to the agenda of any meeting by submitting the item in writing, by telephone, or by email to any Board member.

Section 3.5. Quorum. No specific number of members either in person or represented by proxy, is required for a quorum at an annual meeting of the members. However, quorum for the then duly constituted Board of Directors shall be determined by having at least 50% of the Board's membership present. All meetings called by the Board of Directors, including meetings of the Board itself, shall use the quorum of the Board of Directors to determine whether a quorum has been attained.

Section 3.6. Annual Meeting. An annual meeting shall be held on the second Thursday in January, or as otherwise determined by the Board. The meeting will be advertised to members via email and social media. In addition to routine business, the election of Directors shall take place at the meeting in accordance with the procedures outlined in Exhibit B, included herein.

Article 4. Board of Directors and Officers

Section 4.1. Board of Directors. The Board of Directors shall consist of not less than three individuals and not more than ten, each of whom at all times shall be members of the Association, as herein defined. The Board of Directors shall be elected by the members of record from candidates nominated by members of record. Officers shall be selected by the Board either by an informal selection process or by Board vote for each position. The Association shall be managed by the Board of Directors in the interim between annual meetings of members. The Board shall be accountable to the membership and shall seek the views or opinions of those affected by any proposed policy or action before adopting any recommendation on behalf of the Association. The Board serves in support of the greater Barber Valley community. The Board will seek to evaluate the many issues that come before the Association and provide opportunities to gather membership perspectives on those issues. When the Board is asked to render a position on an issue, a vote will be conducted and that position will be represented either in writing or verbally to the requesting agency. The Board member testifying will note his/her testimony is presented on behalf of the BVNA membership and Board of Directors.

Section 4.2. Officers. The elective officers of the Association shall be President, Vice President, Secretary, and Treasurer or Secretary-Treasurer, with their respective duties listed below.

- President. The president shall manage the affairs of the Association on a day-to-day basis and shall preside at meetings.
- Vice President. The Vice President shall serve in the event the President is unable to do so.
- Secretary. The secretary shall keep and publish minutes of meetings, provide notices of meetings in accordance with these bylaws, such notice to consist of at least periodical flyers delivered house to house, email, telephone, and placing all pertinent information on Barber Valley Neighborhood Association websites or other applicable social media.

- Treasurer. The Treasurer shall have charge of all Association funds and keep a record of the Association's financial condition available for inspection at any meeting or at the request of any member.

Section 4.3. Election of Board of Directors, Appointment of Officers. The Board of Directors shall be elected by the Association at the Annual Meeting of the Association membership. Any member is eligible to run for any office and may be nominated by any member or by himself or herself. Directors and officers shall be elected to two-year terms in accordance with the provisions of Section 4.1 , each term beginning immediately following such election.

The Board of Directors shall be divided equally into two classes: Class I - Directors with terms ending in an odd year, and Class II - Directors with terms ending in even years. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. Each Director shall serve two-year term ending on the date of the second Annual Meeting following the Annual Meeting at which such Director was elected.

Section 4.3.1. Director Attendance. BVNA Board members will attend a minimum of 50% of the regularly scheduled monthly membership meetings. If an odd number of meetings is scheduled during the calendar year, the minimum will be 'rounded up' (e.g. if there are 11 meetings total, board members must attend at least 6 of those meetings). If a Board member is unable to participate at the required level, the Board may fill the position by appointing a new board member to complete the removed Director's term.

Section 4.4. Removal of Officers. Officers may be removed from office at a special meeting by affirmative vote of two-thirds vote of members of record present and voting.

Section 4.5. Automatic Removal from Office. The Board of Directors, at its sole discretion, may remove an officer or director by a two-thirds affirmative vote.

Section 4.6. Vacancies. The Board of Directors may fill a vacancy in any office for any reason for the unexpired portion of a term. A Director elected by the Board to fill a vacancy shall hold office until the next election of the class for which such Director shall have been chosen, subject to the election and qualification of a successor.

Article 5. Committees

Section 5.1. The Board of Directors may create committees to work for the benefit of the Association. Any member may request that a given committee shall be formed by the Board of Directors, which may also dissolve such committee when the Board deems the work of that committee is completed.

Article 6. Amendments

Section 6.1. Voting Procedures. The Association articles and bylaws and any attachments thereto may be altered, amended or new bylaws adopted. Such changes require a two-thirds vote of members attending a special meeting called for such purpose or at a regular Board meeting when reasonable notice shall have been given to the membership.

The Amended Bylaws were approved in accordance with Section 6.1 above, and are effective November 14, 2019.

Exhibit A



Exhibit B



Process for Director Elections

Each member (resident, business owner, or property owner) has 5 votes that can be distributed to 5 or fewer candidates, with 1 vote maximum per candidate.

A ballot with less than 5 votes will be counted. A ballot with more than one vote for a candidate will only be counted as 1 vote for said candidate. A ballot with more than 5 votes will be considered invalid.

Exhibit C



Ballot Proxy - January 20__ Election

Absentee Voter Name: (please print)

Address:

Email address:

I, the undersigned, hereby certify that I am a Barber Valley resident, eighteen years or older, and that the person designated below has the authority to vote for me in the 20__ Barber Valley Neighborhood Association Board election.

NAME OF THE DESIGNATED VOTER: (please print)

SIGNATURE OF THE ABSENTEE VOTER

Date

Note: This proxy must be presented to the BVNA Secretary or the Secretary's authorized representative at the start of the meeting or a minimum of 24 hours prior to the start of the meeting via email to board@BVNABoise.org

Exhibit D



Board of Directors Ballot - January __, 20__

Member Name: _____

Address: _____

Email address: _____

Proxy For (if applicable - see below): _____
(If this is a proxy ballot please name the person you are voting for and attach their completed proxy authorization)

Note: Your vote will be held in confidence and will not be made public. Personal information is used only to confirm membership and ensure one ballot per member

Five Directors are being elected to complete the Board.

Each member (resident, business owner, or property owner) has 5 votes that can be distributed to 5 or fewer candidates, with **1 vote maximum per candidate**. A ballot with less than 5 votes will be counted. A ballot with more than one vote for a candidate will only be counted as 1 vote for said candidate. A ballot with more than 5 votes will be considered invalid.

Candidate	Neighborhood	Select (x)
Candidate 1		
Candidate 2		
Candidate 3		
Candidate 4		
Candidate 5		
Candidate 6		
Candidate 7		
TOTAL VOTES (not more than 5)		