

**BYLAWS  
OF  
GOTHAM BAY ESTATES DOCK SLIP OWNERS ASSOCIATION, INC.**

**ARTICLE I**

**DIRECTORS**

Section 1. Election. The business and affairs of the Association shall be managed and controlled by a board of three (3) directors. The directors shall be elected by the members at the regular annual meeting and the directors shall each serve for one (1) year terms or until their successors are elected.

When vacancies occur in the Board of Directors for any cause whatsoever, the Board shall elect the directors to fill such vacancies for the unexpired term.

Section 2. Powers of Directors. The Board of Directors shall have the power and duty to manage and conduct the business of the Association, to control the property of the Association, and to exercise all of the corporate powers of the Association. The authority of the Board is derived from, and set forth in, the following documents of corporate governance:

A. Declaration of Protective Covenants for Gotham Bay Estates recorded as Kootenai County Instrument No. I 2067475000 on November 12, 2006, and any lawfully adopted amendments thereto;

B. The Articles of Incorporation of Gotham Bay Estates Homeowners' Association, Inc., filed with the Idaho Secretary of State on August 21, 2006, and any lawfully adopted amendments thereto;

C. The Bylaws of Gotham Bay Estates Homeowners' Association, Inc., and any lawfully adopted amendments thereto;

D. The Articles of Incorporation of Gotham Bay Estates Dock Slip Owners Association, Inc., filed with the Idaho Secretary of State on October 17, 2007, and any lawfully adopted amendments thereto; and

E. The Bylaws of Gotham Bay Estates Dock Slip Owners Association, Inc., and any lawfully adopted amendments thereto.

In the event a conflict arises between the Gotham Bay Estates Declaration of Protective Covenants and any lawfully adopted amendments thereto, the Association's Articles, the Articles of Gotham Bay Estates Homeowners' Association, Inc., the Bylaws of Gotham Bay Estates Homeowners' Association, Inc., or the Association's Bylaws, then the dispute shall be resolved by first consulting the Covenants, and then the Articles of Incorporation of Gotham Bay Estates Homeowners' Association, Inc., then the Articles of Incorporation of the Association, then the

Bylaws of Gotham Bay Estates Homeowners' Association, Inc., and lastly the Bylaws of the Association. The Covenants shall take precedence over all Articles and Bylaws. The Articles shall take precedence over the Bylaws. The Bylaws shall govern in resolving a dispute unless the matter is resolved by the Covenants or the Articles of Gotham Bay Estates Homeowners' Association, Inc., or the Association.

Section 3. Regular Meetings. Quarterly meetings of the Board of Directors shall be held at such time and place as may from time to time be decided upon by the Board of Directors. Notice of regular meetings of the Board of Directors will be given.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President at any time or upon the written demand of two (2) members of the Board. In the event two (2) members of the Board demand a special meeting, then the President must call a special meeting of the Board to meet not more than seven (7) days from and after the service of such demand upon the President.

It shall be the duty of the Secretary to notify each Director by mail, fax, e-mail, or telephone, or personally of the time and place as to any special meeting and of the purpose or purposes for which it has been called. Such notice shall be given at least five (5) days prior to the date on which such meeting is to be held. When such notice is given by mail or by fax or e-mail, the time of depositing the letter or letters in the post office, or the time of sending such fax or e-mail shall be deemed the date on which such notice was given; provided, however, that when all of the Directors are present and consent to the holding of a special meeting of the Board of Directors, no notice of such meeting need be given and such meeting shall be as legal as if the same had been regularly called and noticed.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any and all regular and/or special meetings of the Board. Any director not present may give his written proxy to a director or directors in attendance, who may vote such proxies, which also may be voted to determine if a quorum is present.

## ARTICLE II

### OFFICERS

Section 1. Election and Term of Office. The officers of the Association shall be a President, a Secretary, and a Treasurer, and as many Vice Presidents as deemed necessary, who shall first be elected by the Board of Directors at the initial meeting of the Board, and thereafter immediately following each regular annual meeting of the members of the Association. Each of said officers shall hold office until the next annual meeting of the members of the Association, following his or her election, and until his or her successor shall have been duly elected and qualified.

The Board of Directors may also, at their discretion, elect an Assistant Secretary and/or Assistant Treasurer and such officers, if elected, shall likewise hold office until the next annual

meeting of the members of the Association and until their respective successors shall have been duly elected and qualified.

The President and Vice-Presidents must be chosen from the members of the Board of Directors, but neither the Secretary nor the Treasurer, nor the Assistant Secretary nor the Assistant Treasurer, need be members of the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person, and likewise the offices of Assistant Secretary and Assistant Treasurer may be combined and held by the same person.

Such other officers, agents, or employees, as the Board of Directors may determine may be elected by the Board upon such terms and conditions and with such powers and duties as the Board may by resolution prescribe.

Neither the President nor the Vice-President shall receive any salary or other remuneration from the Association. Other officers, agents, or employees of the Association shall receive such salaries, wages, or other remunerations as the Board of Directors may from time to time by resolution prescribe.

Section 2. Duties of Officers - President. The President shall be the chief executive officer of the Association. It shall be his or her duty to preside at all meetings of the Directors and at all meetings of the members of the Association; to appoint all committees unless it shall be otherwise ordered by the Board of Directors; to sign all deeds and contracts in writing which may be entered into by the Association; to make a full report upon the business and affairs of the Association to the Board of Directors whenever such Board may direct him or her to do so; and to also make a full report upon the business and the affairs of the Association at each annual meeting of the members. The President shall also perform all other duties usually incident to the office of president of an Association, or which may be delegated to him or her by the Board of Directors.

Vice-Presidents. The Vice-President or Vice-Presidents shall be vested with all the powers and shall perform all the duties of the President in his or her absence and such other duties that may be delegated to him or her by the Board of Directors. In the event there is more than one Vice-President, the first Vice-President shall fill the duties of the President in his or her absence and the second Vice-President shall fill the duties of the President only when the President and first Vice-President are absent.

Secretary. The Secretary shall be ex-officio clerk of the Board of Directors and of all standing committees. He or she shall attend all meetings of the Board of Directors and may attend all meetings of any and all standing committees, and all meetings of the members of the Association, and shall keep a record of the proceedings of all such meetings. He or she shall countersign all contracts, deeds, and other instruments in writing which may be executed by the Association and shall affix any corporate seal thereto. He or she shall give due notice of all meetings of the members of the Association and of all meetings of the Board of Directors. He or she shall have custody of the books, and documents of the Association, and shall perform such other duties as pertain to the office of secretary or as may be assigned to him or her from time to time by the Board of Directors. The secretary shall also maintain a current list of all members'

