

Subject: Revised Procedures for The Idaho Club HOA Board Meetings

Dear Members of The Idaho Club HOA:

Recent changes to Idaho State Law governing operations of homeowners associations have necessitated some changes in procedures of your HOA, particularly with regard to meetings of the Board of Directors. The law sets requirements for 1) Regular Meetings, 2) Special Meetings, 3) Executive Sessions, and 4) Action without meeting. Going forward, the general HOA membership will be invited to most board meetings. The general membership will be given an opportunity to voice their comments and to ask questions, but submission of written questions ahead of the meeting is preferred. No issues requiring vote of the general membership will be decided at on any board meeting. Items requiring the approval of the full HOA membership may be discussed at Board meetings to develop proposals to put to the membership for a vote at the annual or a special meeting of the HOA membership. In accordance with state law and our existing bylaws, the Board of Directors has adopted the following protocols.

1. Regular Meetings: The board will hold two regular meetings each year. The first one will be held in February; time and place of the meeting will be announced by email to the general membership and posted on the members' portal at least 30 days prior to the meeting. All members are invited, but attendance is not required. Primary purpose of this meeting will be review of the budget and overall financial status. The agenda will include review of status of action items from the last general meeting and any issues that have arisen since then. The second regular meeting will be held in September immediately following the annual general meeting. All members will be notified of the time and place of the meeting by US Postal Service mail at least 30 days prior to the meeting. The main purpose of this board meeting is to elect officers for the coming year.

2. Special Meetings: The Board will hold special meetings from time to time throughout the year. All members will be notified by email at least two days before the meeting, and a meeting notice will be posted on the member's portal at least two days before the meeting. All special meetings may include "executive session" for a portion of the meeting, during which non-directors will be excluded. Some meetings may be "executive session" only, which will be noted on the meeting notice. The subjects discussed in "executive sessions" will be limited to the 5 areas permitted by state law ((a) to consider matters of personnel, hiring, bid review, or contract negotiation, (b) issues not subject to financial disclosure, (c) to consult with legal counsel, although the presence of legal counsel does not alone justify entering into an executive session, (d) to discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings, or (e) To discuss sensitive matters related to an individual member's property or assessments, such as violations or delinquent assessments.

3. The Board from time to time may take actions without meeting, e.g. via email exchanges. Such actions will be documented by resolution of "Unanimous Written Consent", and this document will be posted on the members' portal along with minutes of board meetings. Board actions without meeting may include emergent items (for example

increasing security patrols after an incident), approval of documents discussed at a prior board meeting and revised to incorporate comments, and approval of meeting minutes to allow more timely posting. Executive session items in the minutes will be redacted, or otherwise removed from the members' portal.

4. Conduct of Open Meetings: The Board President will set the agenda and chair the meeting. Board members may suggest additional agenda topics. The President will open the meeting to HOA member comments and questions germane to the topics on the agenda. If necessary to give all who wish to speak an opportunity, the President may impose a time limit on presenters. Written comments and questions are encouraged. Written responses will be made at the discretion of the Board. The minutes of all Board meetings will be posted on the portal after approval by the Board. Executive session items in the minutes will be redacted, or otherwise removed before posting on the members' portal.

5. Pages will be added to the members' portal for a) meeting notices, and b) board meeting minutes and Actions without Meeting documents.

It is the sincere objective of the board of directors to improve communication and transparency, and we believe the above steps are a major move toward that objective.

Regards



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David (Luke) Reed  
President, The Idaho Club HOA