

BYLAWS
OF
ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION
A NONPROFIT CORPORATION
(as amended on 11/05/2022)

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BYLAWS
OF
ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION
A NONPROFIT CORPORATION

The following bylaws of the Association are hereby adopted.

ARTICLE 1
DEFINITIONS

When used in these Bylaws, the following terms shall have the meaning indicated:

1.1 "Association" shall mean and refer to ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION, a Utah Nonprofit Corporation.

1.2 Property shall mean and refer to the entirety of the following described tract of real property situated in Uintah County, Utah, more particularly described as:

All of Lots 1 through 131, ASHLEY HEIGHTS SUBDIVISION, according to the official plat thereof on file and of record in the office of the Uintah County Recorder. Tax Parcel No. 06-030-056, 06-030-0101 thru 0116

All of Lots 201 through 229 ASHLEY HEIGHTS SUBDIVISION, PLAT B, according to the official plat thereof on file and of record in the office of the Uintah County Recorder. Tax Parcel No. 06:030:0201 thru 06:030:0229

All of lots 301 through 328, ASHLEY HEIGHTS SUBDIVISION, PLAT C, according to the official plat thereof on file and of record in the office of the Uintah County Recorder. Tax Parcel No. 06-030-0301 , 06-030-0328

1.3 Plat shall mean and refer to the subdivision plat of the "Ashley Heights" Subdivision.

1.4 Declaration shall mean the Declaration of Covenants, Conditions, and Restrictions of ASHLEY HEIGHTS SUBDIVISION recorded in the office of the Uintah County Records, State of Utah, as amended.

1.5 Lot shall mean and refer to any of the separately numbered and individually described parcels of land shown on the Plat.

1.6 Owner shall mean and refer to the person who is the owner of record (in the office of the County Recorder of Uintah County, Utah) of a fee or an undivided fee

interest in any Lot. Notwithstanding any applicable theory relating to a mortgage, deed of trust, or like instrument, the term Owner shall not mean or include a mortgagee or a beneficiary or trustee under a deed of trust unless and until such party has acquired title pursuant to foreclosure or any arrangement of proceeding in lieu thereof.

ARTICLE 2 OFFICES

The principal office of the Association shall be in the State of Utah. The Association shall designate a registered office in accordance with law and shall maintain it continuously. The Association may have offices at such other places within and without the State of Utah as the Board of Directors may from time to time determine.

ARTICLE 3 MEMBERS

3.1 Qualification. Every person or entity who is the record Owner of fee or undivided fee interest in any Lot shall be deemed to be a Member of the Association. Membership in the Association shall be mandatory, shall be appurtenant to the Lot in which the Owner has the necessary interest, and shall not be separated from the Lot to which it appertains.

3.2 Voting Rights. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership, and shall be entitled to vote on all matters upon which the members are entitled to vote generally.

3.3 Multiple Ownership Interests. In the event there is more than one Owner of a particular Lot, the vote relating to such Lot shall be exercised as such Owners may determine among themselves and evidenced in writing by their unanimous consent. A vote cast at any Association meeting by any of such Owners, whether in person or by proxy, shall be conclusively presumed to be the vote attributable to the Lot concerned unless an objection is immediately made by another Owner of the same Lot. In the event such an objection is made, the vote involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists.

3.4 Membership List. The Association shall maintain up-to-date records showing the name of each person who is a Member, the address of such person, and the Lot to which the membership of such person is appurtenant. In the event of any transfer of a fee or undivided fee interest in a Lot either the transferor or transferee shall furnish the Association with evidence establishing that the transfer has occurred and that the Deed or other instrument accomplishing the transfer is, of record in the office of the County Recorder of Uintah County, Utah. The Association may for all purposes act and rely on the information concerning Members and Lot ownership which is thus acquired by it or, at its option, the Association may act and rely on current ownership information respecting any Lot or Lots which is obtained from the office of the County Recorder of Uintah County, Utah. The address of a Member shall be deemed to be the address at such Member's Lot unless the Association is otherwise advised.

3.5 Annual Meetings. The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Association shall be held at any times and places designated by the Board of Directors or the President of the Association. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Association or the validity of actions of the Association.

3.6 Special Meetings. Special meetings of Members may be called by the President or by a majority of the Board of Directors then in office or by Members having one-fourth (1/4) or more of the outstanding votes of the Association. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

3.7 Place of Meeting. The Board of Directors may designate any place in Uintah County, State of Utah, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Association in the State of Utah.

3.8 Notice of Meeting. Notice of all meetings shall be by written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose, or purposes for which the meeting is called, and shall be posted at each of the mailbox locations for the Association or delivered personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Association with postage thereon prepaid.

3.9 Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.10 Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by Members entitled to cast at least the stated percentage of all membership votes outstanding necessary for passage of the matter.

3.11 Voting Record. The officers having charge of the membership records of the Association shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment

thereof. The list shall be kept on file at the registered office of the Association or at the principal place of business of the Association, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

3.12 Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, the Declaration, or Bylaws, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation or the Declaration, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

3.13 Voting. Unless the Articles of Incorporation of this Association otherwise provides, for each election for directors, special meeting of the members, or any other meeting for which a vote is required, every member shall be entitled to vote at such meeting and shall have the right to vote, in person, by proxy, or via mail-in ballot. Any mail-in ballots shall be conducted as laid out in Utah 16-6a-709. Each lot will be entitled to one vote for every occasion, with the later vote received (be it in person, proxy, or mail in) being the one recorded for each lot.

3.14 Proxies. At any meeting of the Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Unless otherwise provided therein no proxy shall be valid after eleven (11) months from the date of its execution.

ARTICLE 4 BOARD OF DIRECTORS

4.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors.

4.2 Number, Qualification, Election, and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than three. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. The Directors

need not be Members of the Association. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

4.3 Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required, unless notice is requested by any member. However, another place in Uintah County, Utah, and time for such meeting may be fixed by written consent of all of the Directors.

4.4 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

4.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board (if there is one), the President, or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

4.6 Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

4.7 Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

4.8 Notice of Waiver. Notice of special meetings shall be by written or printed notice stating the place, day, and hour of the meeting, and shall be posted at the principal office of the Association and delivered personally or by mail not less than ten (10) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

4.9 Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of

Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

4.10 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though such remaining Directors constitute less than a quorum. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

4.11 Removal. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of holders of a majority of the outstanding Memberships then entitled to vote at an election of Directors. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies shall be filled in accordance with provisions in these Bylaws for vacancies.

4.12 Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

4.13 Compensation. The Board of Directors shall receive no compensation for their services.

ARTICLE 5 OFFICERS

5.1 Officers. The Officers of this Association shall be a President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Vice Presidents, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person, other than the office of the President and Secretary. A failure to elect a President, Vice-President, Secretary, or Treasurer shall not affect the existence of the Association.

5.2 Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in their judgment, the best interests of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

5.4 Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

5.5 Duties. The President shall preside at all meetings of the Board of Directors and of the Members. If the President is unavailable, the Vice-President shall preside, or a designee designated by the President. The President shall be the chief executive officer of the Association. Subject to the foregoing, the Officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

5.6 Vice-President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-President shall perform all of the duties of the President. When so acting he shall have all the powers of, and be subject to all the restrictions upon, the President, the Vice-President shall perform such duties as may from time to time be assigned to him by the President or by the Board of Directors.

5.7 Salaries. The Board may provide by resolution that the Officers shall be paid specified and reasonable salaries for their services.

5.8 Delegation of Duties. In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the President may delegate his powers or duties to any other Officer or to any other Director for a period not to exceed 30 days.

5.9 Use of Manager. A professional manager with a long-term contract shall be employed by the Association to carry out through the Manager any of its functions which are properly the subject of delegation. Any Manager so engaged shall be responsible for managing the Property for the benefit of the Association and the Members, and shall, to the extent permitted by law and the terms of the agreement with the Association, be authorized to perform any of the functions or acts required or permitted to be performed.

ARTICLE 6

EXECUTIVE, ARCHITECTURAL, CONTROL, AND OTHER COMMITTEES

6.1 Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other Committees.

6.2 Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Association in management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

6.3 Architectural Control Committee. The Board of Directors shall appoint a three-member Committee the function of which shall be to enforce and administer the provisions of the Declaration regarding Architectural Control (relating to control of improvements and landscaping within the Property). The Committee need not be composed of Members. Members of the Committee shall hold office at the pleasure of the Board. If such a Committee is not appointed the Board itself shall perform the duties required of the Committee. The Architectural Control Committee shall not be held liable for damages by reason of any action, inaction, approval, or disapproval by it with respect to any request made pursuant to the Declaration regarding Architectural Control.

6.4 Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

6.5 Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Director meetings.

6.6 Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

6.7 Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

6.8 Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

6.9 Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

6.10 Compensation. Committee members shall receive no compensation for their services.

ARTICLE 7
BOOKS, RECORDS, AND REPORTS

7.1 Report to Members. The Association shall make available an annual report to the Members of the Association not later than four months after the close of each fiscal year of the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, in conformity with generally accepted accounting principles applied on a consistent basis.

7.2 Inspection of Corporate Records. Any person who is a Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written request stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Association. Upon the written request of any Member, the Association shall provide to such Member, at such member's expense, a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall provide such financial statements as soon as they become available. In any event, the financial statements must be provided within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Association, shall be kept for at least five years, and shall be subject to inspection during business hours by any Member, in person, or by agent.

ARTICLE 8
NONPROFIT OPERATION

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members, Directors, or Officers without full consideration. No Member of the Association has any vested, right, interest, or privilege in or to the assets, property, functions, or activities of the Association. The Association may contract in due course with its Members, Directors, and Officers without violating this provision.

ARTICLE 9
FISCAL YEAR

The fiscal year of the Association shall be for the period selected by the Board of Directors as the fiscal year of the Association.

ARTICLE 10
INDEMNIFICATION

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the state corporation laws.

ARTICLE 11
AMENDMENTS

Any amendment to these Bylaws or the Articles of Incorporation shall require the affirmative vote of at least two-thirds (2/3) of all Membership Votes entitled to vote at any meeting held for such purpose. All amendments are subject to the notice, quorum, and other requirements set forth for meetings.

ARTICLE 12
TERMINATION

Pursuant to Part B, Paragraph 6 of the Declaration, at the option of Uintah County, the obligations and duties set forth in the Declaration may be assumed by a Special Improvement District organized by Uintah County for this purpose. To the extent that a Special Improvement District by Uintah County assumes such obligations and duties, the Declaration shall be deemed to be modified and amended with respect to the specific obligations and duties so assumed such that the assumed obligations and duties are removed and of no further force or effect, and the Association shall no further obligation therefor. If such Special Improvement District assumes all obligations and duties of the Declaration, then the Declaration shall terminate in its entirety and the Association shall also terminate and file articles of dissolution.

CERTIFICATE OF ADOPTION OF BYLAWS
OF
ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION

Certificate by Secretary of Adoption:

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION and that the foregoing Bylaws were submitted to and proved and adopted by the Directors of this Association.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and affixed the corporate seal this ___ day of _____, 2022.

Corporate Secretary

**ACTION BY VOTE OF THE BOARD OF DIRECTORS OF
ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION**

In accordance with Section 16-6a-813 of the Utah Revised Nonprofit Corporation Act (the "Act"), the undersigned, constituting all of the directors of ASHLEY HEIGHTS HOMEOWNERS ASSOCIATION, a Utah corporation, hereby adopt the following resolutions by vote on this the ____ day of _____, 2022:

1. **BYLAWS**

RESOLVED: That the amended Bylaws attached to this document are hereby approved and adopted as the Bylaws of this corporation.

RESOLVED FURTHER: That the Secretary of this corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws and insert it in the Minute Book of this corporation, and the proper officers of this corporation are ordered to maintain a copy of such Bylaws in the principal office of this corporation for the transaction of its business.

RESOLVED FURTHER: That pursuant to the Bylaws, the authorized number of directors of this corporation shall currently be set at six (6).

This Action by vote was executed effective as of the date first above written. This Action may be executed in counterparts, all of which taken together shall constitute the action of the Board of Directors.

DIRECTORS:
