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BRENDA NELSON, Recorder  
MORGAN COUNTY  
For: QUAIL RIDGE HOMEOWNERS ASSOCIATION

## **Quail Ridge Homeowners Association Bylaws**

### **Article I**

#### **Name and Location**

The name of the corporation is Quail Ridge Homeowners Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at James Orr – Treasurer 806 Mahogany Ridge Road, Morgan, Utah 84050, but meetings of members and Managers may be held at such places within the State of Utah, County of Morgan, as may be designated by the President of the Association. The members of the Association are attached in Exhibit A *and the legal description, JD*

### **Article II**

#### **Definitions**

Unless the context otherwise requires, all definitions shall be as found in the Declaration of Covenants, Conditions and Restrictions dated July 9, 2003, Mount Joy LLC signed by Gray Jensen and recorded in the Morgan County Deed Records (Entry 106749, Book 244, Page 496).

### **Article III**

#### **Meeting of Members - General**

##### **Section 1. Annual Meetings.**

The first annual meeting will be held no later than October 31, 2010 and then annually thereafter at a minimum. Each homeowner will be invited to the meeting for information and discussion of finances, future needs and other items of business that may need to come before the homeowners.

##### **Section 2. Special Meetings.**

Special meetings of the members may be called at any time by the President or by any two members of the board, or upon written request of any member of the Association. These will be designated as "General Meetings" and will include all members of the Association.

##### **Section 3. Notice of Meetings.**

Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

##### **Section 4. Quorum.**

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 5 votes, *one* member must be a board member which shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

##### **Section 5. Proxies.**

At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his home.

## **Article IV**

### **Board of Trustees or Officers; Selection; Term of Office.**

#### **Section 1. Number**

The affairs of the Association shall be managed by a Board consisting of a President, Vice President, Secretary, Treasurer and two (2) Board Members at Large. All officers and Board Members will have one vote on issues with the exception of the Secretary which is a non-voting position except when one or more members are absent from a Board Meeting. The Secretary will then have the same voting rights and authority of the missing member of the Board.

#### **Section 2. Term of Office**

The members shall elect the Officers and Board Members for a term of two (2) years.

#### **Section 3. Removal.**

Any Officer or Board Member may be removed from the Board, with or without cause by a majority vote of the members of the Association. In the event of death, resignation or removal of an Officer or Board Member, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

#### **Section 4. Compensation.**

No Officers or Board Members shall be compensated. Reimbursements for material, parts or mileage must be accompanied with receipts to the Treasurer. All expenses must be approved by the President prior to any liabilities be incurring unless an emergency requires obligating Association funds.

#### **Section 5. Actions Taken Without a Meeting.**

The President shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the Board. Approval may be secured by email or in a written document which will be kept by the Secretary/Treasurer to evidence the approval of the Board of a specific action(s). Any action so approved shall have the same effect as though taken at a meeting of the Board.

## **Article V**

### **Nomination and Election of Officers and Board Members**

#### **Section 1. Nomination.**

Nomination for election to the Board as an Officer or Board Member shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a current Officer or Board Member, and two or more members of the Association. The Nominating Committee shall be appointed by the President prior to each annual meeting of the members and its term will expire once the installation of new officers has been installed at the appropriate Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

#### **Section 2. Election.**

Election of Officers and Board Members shall be by secret written ballot at the Annual Meeting as such time as when the Terms of the Officers and Board Members tenure has expired as outlined in Section 2 Article IV. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **Article VI**

### **Meeting of the Officers and Board Members**

#### **Section 1. Regular Meetings.**

Regular meetings of the Board shall be held quarterly without notice to the members, at such place and hour as may be fixed from time to time by the resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

#### **Section 2. Special Meetings.**

Special meetings of the Board shall be held when called by the President of the Association, or by any two Officers, after not less than three (3) days notice to each member of the Board.

#### **Section 3. Quorum.**

A majority of the number of members of the Board being four (4) members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the entire Board.

## **Article VII Powers and Duties of the Board**

### **Section 1. Powers.**

The Board shall have power to:

- (a) adopt and publish rules and regulations governing the use of the 2 Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish assessments and service charges as outlined in the Declarations and to take all other actions as outlined in the Declarations;
- (b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association for a period of sixty (60) days. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

### **Section 2. Duties.**

It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any General meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) all duties set forth in the Declarations;
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on any property owned by the Association;
- (f) cause all Officers and Board Members having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause two (2) Common Areas to be maintained;
- (h) and such other duties that in the judgment of the Board that may improve the property values owned and managed by the Association.

## **Article VIII**

### **Officers and Their Duties**

#### **Section 1. Enumeration of Officers.**

The officers of this Association shall be a President, Vice President, Secretary and Treasurer, who shall at all times be members of the Board. These Officers may from time to time by resolution create additional voting members to serve on the Board.

#### **Section 2. Special Appointments.**

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

#### **Section 3. Resignation and Removal.**

Any Officer or Board Member may be removed from office with or without cause by the Board. Any Officer or Board Member may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 4. Vacancies.**

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

#### **Section 5. Multiple Offices.**

No person shall simultaneously hold more than one of any of the offices except in the case of special offices created by the Board.

## **Section 6. Duties.**

The duties of the Officers are as follows:

### **President**

- (a) The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign any and all written instruments and shall co-sign all checks and promissory notes.

### **Vice-President**

- (b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

### **Secretary**

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

### **Treasurer**

- (d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year at the Board's discretion; shall have available for inspection by any member of the Association during reasonable business hours and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership in its regular annual meeting, and deliver a copy of each to the members.

### **At Large Board Members**

- (e) Shall exercise and discharge such other duties as may be required by the Officers of the Association.

## **Article IX**

### **Committees**

The Board shall establish a Design Review Committee, as provided in the Declaration and a Nominating Committee as provided in these Bylaws. On each committee there must be at least one Officer or At Large Board Member assigned as the Committee Chairperson to serve and direct the affairs of the committee. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

## **Article X**

### **Assessments**

Assessments will be \$75.00 per month effective October 1, 2010. Dues three (3) months in the arrears will be delinquent with appropriate action taken for collection by the Board or their designee. In the event that a member sells their home, a transfer fee shall be levied by the Association of \$90.00 which shall be levied to compensate the Association for administrative fees. Any increase or special assessments must have the approval of the Board and proper notice given to the members of the Association prior to its implementation.

## **Article XI**

### **Amendments**

#### **Section 1**

The Covenants, Conditions and Restrictions as notated in the Definitions are being amended with this document per the authority given in Article IV 14.02 whereby a meeting was held on July 7, 2010 of which more than 67% of the homeowners voted to separate from the Declarant, Gray W Jensen, and establish a separate Association. Twelve out of fifteen homeowners were present either in person or by proxy at the July 7<sup>th</sup> meeting.

#### **Section 2**

A proposal to amend the Bylaws may be addressed at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. The Board will then have 45 days to either approve or disapprove the proposed amendment.

#### **Section 3**

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Bylaws shall control.

**Article XII**

The fiscal year of the Association shall begin on the first day of January and end the 31<sup>st</sup> Day of December of every year, except that the first fiscal year shall begin on October 1, 2010.

I, James Orr, as Treasurer of Quail Ridge Homeowners Association, Inc. hereby certify that the foregoing constitute the bylaws of this corporation as adopted and in full force and effect on the 1<sup>st</sup> day of October 2010.

**Article XIII**

**Revisions to Declaration of Covenants, Conditions and Restrictions dated July 9, 2003, Mt. Joy, LLC.**

**Article II Submission and Division of Project - Deleted**

**Article III Membership and Voting Rights in the Association**

**3.02 Voting Rights - Deleted**

**Article V Assessments**

**5.09 Monthly Assessment Due Dates - Modified to read:**

The assessment as outlined in Article X of these Bylaws will be due and payable by the 10<sup>th</sup> of each month and will be considered late if paid on the 11<sup>th</sup> or thereafter. The Association will give written notice to the members of any increase or decrease and advise the first due date of the assessment concerned.

**Article VI Property Rights and Conveyances**

**6.05 Utilities Easement - Modified**

The last paragraph shall read in part "the costs of replacement of a patio or other structure shall be the responsibility of the individual owner of said patio or other structure".

**Article X Culinary and Secondary Water**

**11.02 (b) Deleted**

**11.02 (c) Deleted**

**11.02 (d) Deleted**

  
President Robert J Opheikens  
STATE OF UTAH

  
Treasurer James D Orr

: ss

On the 27 day of ~~October~~ <sup>September</sup>, 2010, personally appeared before me James Orr, known to be the Treasurer of Quail Ridge Homeowners Association, Inc. authorized agent for the corporation that executed the within and foregoing instrument and acknowledge the instrument to be the free and voluntary act and deed of the corporation, by authority of its bylaws or by resolution of its Board of Directors, for the uses and purposes therein mentioned and on oath states that he was authorized to execute the instrument. In witness whereof I have set my hand and affixed my seal the 27 day of ~~October~~ <sup>September</sup>, 2010.

  
Notary Public  
Residing at:  
Commission expires:



Quail Ridge Homeowners Association, Inc.

*Exhibit A*

This is to acknowledge that I have received the Bylaws and had an opportunity to discuss them at the General Meeting held on September 25, 2010.

*All of units 1 thru 15 of Quail Ridge Phase 1 amended. SPRUD*

Parcel Number	Serial Number	Address	Signature
0068-4503	080-06-QRIDG1-0001	806 E Mahogany Ridge	<u>James D. Orr</u> James D Orr
0068-4765	081-06-QRIDG1-0002	812 E Mahogany Ridge	<u>Deborah A Williams</u> Deborah A Williams
0068-4927	081-06-QRIDG1-0003	818 E Mahogany Ridge	<u>Robert J. Opheikens</u> Robert J. Opheikens
0068-5189	798-06-QRIDG1-0004	798 N Sage Dr	<u>Ronald L. Gates</u> Ronald L. Gates
0068-5341	784-06-QRIDG1-0005	784 N Sage Dr	<u>Frank Leroy Williams</u> Frank Leroy Williams
0068-5593	782-06-QRIDG1-0006	782 N Sage Dr	<u>Mount Joy LLC</u> Mount Joy LLC
0068-5755	815-06-QRIDG1-0007	815 E Clover Way	<u>Bobby Jo Winn</u> Bobby Jo Winn
0068-5917	805-06-QRIDG1-0008	805 E Clover Way	<u>Tyson Holt</u> Tyson Holt
0068-6179	785-06-QRIDG1-0009	785 N Sunset Dr	<u>Melissa A Powers</u> Melissa A Powers
0068-6331	795-06-QRIDG1-0010	795 N Sunset Dr	<u>Federal National Mortgage</u> Federal National Mortgage
0068-6583	083-06-QRIDG1-0011	830 Mahogany Ridge	<u>Robert G Slone</u> Robert G Slone
0068-6745	799-06-QRIDG1-0012	799 N Sage Dr	<u>Lesa Gilgen</u> Lesa Gilgen
0068-6907	793-06-QRIDG1-0013	793 N Sage Dr	<u>Dorothy Henriod</u> Dorothy Henriod
0068-7169	785-06-QRIDG1-0014	785 N Sage Dr	<u>Sandra R Neel</u> Sandra R Neel
0068-7321	783-06-QRIDG1-0015	783 N Sage Dr	<u>Braden Ellis</u> Braden Ellis