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ADAM GARDINER  
RECORDER, SALT LAKE COUNTY, UTAH  
SIERRA MANAGEMENT CORPORATION  
1390 E THORNTON AVE  
SALT LAKE CITY UT 84105  
BY: SRA, DEPUTY - WI 13 P.

13-22

**BYLAWS  
OF  
ARCADIA ON THE HILL HOA**

**ARTICLE 1.  
DEFINITIONS**

**1.01 Declaration.**

As used herein, "Declaration" means the Declaration of Protective Covenants, Conditions and Restrictions dated April 15, 2008, as recorded with the Salt Lake County Recorder on April 16, 2008, Document # 10402116, Book 9595, Pg 4998-5014, referring to the "On The Hill P.U.D.", establishing a planned unit development, and providing for the establishment of a non-profit homeowners association, subsequently incorporated as ARCADIA ON THE HILL HOA, a Utah corporation.

**1.02 Adoption of By-Laws.**

These By-Laws are adopted pursuant to Article III, Section 1, and Article VIII, Section 1, of the Declaration providing for the adoption of By-Laws by the homeowners association, and the general laws of the State of Utah.

**1.02 Other Definitions.**

Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Declaration.

**ARTICLE 2.  
OFFICES**

The Association is a Utah corporation, with its principal office located at 1390 E. Thornton Avenue, Salt Lake City, Utah 84105.

16-26-378-046 thru -065  
16-26-378-068 thru -071

**ARTICLE 3**  
**VOTING, QUORUM, AND PROXIES**

**3.01 Voting.**

Voting rights shall be allocated as set forth in Article III Section 3 of the Declaration. Association members are "owners" as defined in Article I Section 5 of the Declaration, with the exception of the Declarant, Alan Kruckenberg Construction, Inc., which is excluded from membership in the Association under the provisions of the Declaration, Article III, Section 3.

**3.02 Quorum.**

Except as otherwise required by law or by the Articles, the presence in person or by proxy of Association members entitled to vote more than twenty-five percent (25%) of the total votes shall constitute a quorum.

**3.03 Proxies.**

Votes may be cast in person or by proxy. Every proxy must be executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy.

**3.04 Majority Vote.**

At any meeting of the members, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, in person or by proxy, shall be the act of the Association, unless the vote of a greater number is required by law, the Articles, the Declaration, or these By-Laws.

**3.05 Voting Rights of Owners.**

"Owners", as defined by Article I Section 5 of the Declaration, shall include the Declarant until such time as all lots in the development have been sold by Declarant. With respect to the amendment of the Declaration, all "owners" are entitled to vote according to the provisions of Article XI Section 5 of the Declaration. In the event that an amendment of the Declaration is considered by the Association while the Declarant remains an owner of one or more lots in the development the Declarant, as an owner, shall have voting rights identical to those held by each Association member.

**ARTICLE 4**  
**ADMINISTRATION**

**4.01 Annual Meeting.**

The annual meeting of the Association shall be held during the month of February in each year, at a time and place designated by the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

**4.02 Special Meetings.**

Special meetings of the Association, for any purpose, unless otherwise prescribed by statute, may be called by the president or by a majority of the Directors and shall be called by the president at the request of members entitled to vote thirty-five percent (35%) or more of the total votes of all members.

**4.03 Place of Meeting.**

The Board may designate the Association's principal offices or any place within Salt Lake County, Utah as the place for any annual meeting or for any special meeting called by the Board.

**4.04 Notice of Meeting.**

Written or printed notice of any meeting of the members, stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered personally, by email, or by US mail first class to each member entitled to vote at such meeting not less than ten (10) nor more than forty -five (45) days before the date of the meeting. Email shall be the preferred method of delivery, and shall be deemed actual notice to any member who has not, prior to such notice, requested in writing service by other means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the office of the Association, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent to the email address provided by the member. For the purpose of determining members entitled to notice of or to vote at any meeting of the members, the Board may set a record date for such determination of members, in accordance with the laws of the State of Utah. If requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at the expense of the Association.

**4.05 Informal Action by Members.**

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be provided by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members.

**ARTICLE 5.  
DECLARANT CONTROL**

**5.01. Authority of the Declarant.**

The authority of the Declarant with respect to the development and the Association is strictly limited to the express terms and provisions of the Declaration.

**ARTICLE 6.  
BOARD**

**6.01 Number and Election of Directors.**

The Board shall consist of not less than three (3) and not more than five (5) Directors. All Directors must be members of the Association. The initial Directors shall hold office until the appointment of their successors. Thereafter, subject to the terms and conditions of Section 6.03 below, the Directors will hold office for a term of two years. The Directors may elect to use staggered terms. Directors shall be elected by the members at the annual meeting.

**6.03 Removal of Directors.**

Each Director may be removed, with or without cause, by a sixty-seven (67%) or greater vote of all members.

**6.04 Replacement of Directors.**

i. A vacancy on the Board created by the removal, resignation, or death of a Director appointed or elected by the Owners shall be filled by a Director elected by the members..

ii. Any Director elected or appointed pursuant to this Section 6.04 shall hold office for the remainder of the unexpired term of the Director that Director replaced.

#### **6.05 Resignations; Vacancies.**

Any Director may resign at any time by giving written notice to the president or to the secretary of the Association. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board (by reason of resignation or death) may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Owners and until his successor is duly elected and qualified.

#### **6.06 Regular Meetings.**

Regular meetings of the Board may be held without call or formal notice at such places within or outside the State of Utah, and at such times as the Board from time to time by vote may determine. Any business may be transacted at a regular meeting. The regular meeting of the Board for the election of Officers and for such other business as may come before the meeting may be held without call or formal notice immediately after, and at the same place as, the annual meeting of members, or any special meeting of members, at which a Board is elected.

#### **6.07 Special Meetings.**

Special meetings of the Board may be held at any place within the State of Utah or by telephone, provided that each Director can hear each other Director, at any time when called by the president, or by two or more Directors, upon the giving of at least three (3) days' prior notice of the time and place thereof to each Director by leaving such notice with such Director or at such Director's residence or usual place of business, or by mailing it prepaid and addressed to such Director at such Director's address as it appears on the books of the Association, by email, or by telephone, or by email. Notices need not state the purposes of the meeting. No notice of any adjourned meeting of the Directors shall be required. Special meetings may be called by the members with a 35% signed petition stating the exact purpose of the meeting. Petition needs to be delivered to the president of the association and the meeting will be held within 30 days of the submission date.

#### **6.08 Quorum.**

A majority of the number of Directors fixed by these Bylaws, as amended from time to time, shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the Directors in attendance shall, except where a larger number is required by law, by the Articles or by these Bylaws, decide any question brought before such meeting.

**6.09 Waiver of Notice.**

Before, at or after any meeting of the Board, any Director may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

**6.10 Informal Action by Directors.**

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

**6.11 General Powers and Duties of Directors.**

All corporate powers, specifically including those general powers set forth in the Revised Utah Business Corporations Act, U.C.A. Section 16-10a-302, shall be exercised by or under the authority of the Board of Directors of the association, and the business and affairs of the association as a Utah corporation shall be managed under the direction of its Board of Directors, subject only to any limitation set forth in the articles of incorporation

**6.12 Specific Powers and Duties of Board of Directors.**

The Board of Directors, in addition to its general powers, shall have the following specific powers;

a. all powers and duties necessary for the administration of the the Association, specifically including all such acts which do not require a vote of the members, according to the Declaration or these By-Laws.

b. Open bank accounts on behalf of the Association and designate the signatories thereon.

c. Enter into contracts for repairs, improvements or alterations of the Common Area, after damage or destruction by fire or other casualty, or as the result of condemnation or eminent domain proceedings.

d. Enforce by legal means the provisions of the articles of incorporation, the Declaration, or these By-Laws.

e. Enter into contracts with third parties for the maintenance, operations, repair and replacement of the Common Area or for services to members.

f. Provide for the operation, care, upkeep and maintenance of the Common Area, including the power to borrow money for the accomplishment of the same, provided however the consent of at least two-thirds (2/3) of the members shall be obtained in advance at a meeting called and held for such purpose in any instance where the Association seeks to borrow in excess of \$5000.00

g. Prepare and adopt an annual budget prior to the commencement of each fiscal year.

h. Adopt and circulate rules and regulations governing the use of the Common Area by the members, their family members, guests lessees and other invitees, including the adoption of penalties for infractions.

i. Declare the office of a member of the Board to be vacant in the event such members shall be absent from 3 consecutive regular meetings of the Board.

j. Levy and collect assessments from the members, and to issue certificates whether or not any assessment has been paid.

k. Procure and maintain adequate and reasonable property, liability and other insurance.

l. Employ or contract with a "managing agent" to perform such duties and services as the Board may authorize, including all the duties listed in the Declaration and these By-Laws, excepting those which with the Declaration and By-Laws declare non-delegable. Any contract with a "managing agent" must provide that it may be terminated without payment of any penalty or termination fee on no more than 30 days written notice.

m. With respect to the general and specific duties powers of the Board of Directors as set forth herein, the Board may not authorize the expenditure of any amount in excess of \$5000 (five thousand dollars) for any single item without first having obtained the consent of two-thirds (2/3) of the members at a meeting called and held for the purpose of authorizing the proposed expenditure.

## **ARTICLE 7.** **OFFICERS AND AGENTS**

### **7.01 General.**

The Officers of the Association shall be a president (who shall be chosen from among the Directors), one or more vice presidents, a secretary, and a treasurer. The Board may appoint such other officers, assistant officers, committees, and agents, including assistant secretaries and assistant treasurers, as they may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. One person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws by the Board, such Officer, agent, or employee shall follow the orders and instructions of the president.

**7.02 Removal of Officers.**

The Board may remove any Officer, either with or without cause, and elect a successor at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

**7.03 Vacancies.**

A vacancy in any office, however occurring, shall be filled by the Board for the unexpired portion of the term.

**7.04 President.**

The president shall be the chief officer of the Association. The president shall preside at all meetings of the Association and of the Board. The president shall have the general and active control of the affairs and business of the Association and general supervision of its officers, agent, and employees. The president of the Association is designated as the Office with the power to prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.

**7.05 Vice Presidents.**

The vice presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board. In the absence of the president, the vice president designated by the Board or (if there be no such designation) designated in writing by the president, shall have the powers and perform the duties of the president. If no such designation shall be made, all vice presidents may exercise such powers and perform such duties.

**7.06 Secretary.**



The secretary shall:

(a) keep the minutes of the proceedings of the Owners meetings and of the Board meetings;

(b) see that all notices are duly given in accordance with the provisions of these Bylaws, the Declaration, and as required by law;

(c) be custodian of the corporate records and of the seal of the Association and affix the seal to all documents when authorized by the Board;

(d) maintain at the Association's principal offices a record containing the names and registered addresses of all Owners, the designation of the Unit owned by each Owner; and

(e) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to it by the president or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

#### **7.07 Treasurer.**

The treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities, evidences of indebtedness, and other personal property of the Association and shall deposit the same in accordance with the instructions of the Board. The treasurer shall receive and give receipts and acquittances for moneys paid on account of the Association and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association of whatever nature upon maturity. The treasurer shall perform all other duties incident to the office of the treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. The treasurer shall, if required by the Board, give the Association a bond in such sums and with such surctics as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the money, and other property of whatever kind in his possession or under his control belonging to the Association. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

### **ARTICLE 8. EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS, AND LIEN HOLDERS**

#### **8.01 Proof of Ownership**

Except for those Owners who initially contracted to purchase a Unit from the Declarant, any person on becoming an Owner shall furnish to the Association a photocopy or a certified copy of the recorded instrument vesting that person with an ownership interest in the Unit. Such copy shall remain in the files of the Association. An Owner shall not be deemed to be in good standing and shall not be entitled to vote at any annual or special meeting of Owners unless this requirement is first satisfied.

**8.02 Registration of Mailing Address.**

If a Unit is owned by two or more Owners, such Owners shall designate one address as the registered membership address required by the Declaration. The registered address of an Owner or Owners shall be furnished to the secretary of the Association within ten days after transfer of title, or after a change of address. Such registration shall be in written form and signed by all of the Owners of the Unit or by such persons as are authorized to represent the interests of all Owners of the Unit. If no address is registered or if all of the Owners cannot agree, then the address of the Unit shall be deemed the registered address of the Owner(s), and any notice shall be deemed duly given if delivered to the Unit.

**8.03 Liens.**

**(Intentionally Omitted)**

**8.04 Address of the Association.**

The official address of the Association shall be  
Arcadia On The Hill HOA  
c/o Sierra Management Corporation  
1390 East Thornton Avenue  
Salt Lake City, UT 84105

Such address may be changed from time to time upon written notice to all Owners.

**ARTICLE 9**  
**SECURITY INTEREST IN MEMBERSHIP**

Owners shall have the right irrevocably to constitute and appoint a mortgagee their true and lawful attorney-in-fact to vote their Membership in the Association at any and all meetings of the Association and to vest in the Mortgagee any and all rights, privileges, and powers that they have as Owners under the Articles and these Bylaws or by virtue of the Declaration. Unless otherwise expressly provided in such proxy, such proxy shall become effective upon the filing of

notice by the Mortgagee with the secretary of the Association. A release of the Mortgage covering the subject Unit shall operate to revoke such proxy. Nothing herein contained shall be construed to relieve Owners, as mortgagors, of their duties and obligations as Owners or to impose upon the Mortgagee the duties and obligations of an Owner.

## **ARTICLE 10. AMENDMENTS**

### **10.01 By Directors.**

Except as limited by law, the Articles, the Declaration, or these By-Laws, the Board shall have power to make, amend, and repeal the Bylaws of the Association at any regular meeting of the Board or at any special meeting called for that purpose at which a quorum is represented. If, however, the members shall make, amend, or repeal any Bylaw, the Directors shall not hereafter amend the same in such manner as to defeat or impair the object of the members in taking such action.

### **10.02 Owners.**

Subject to any rights conferred upon first Mortgagees in the Declaration, the Owners may, by the vote of the holders of at least sixty-seven (67%) of the votes of the Owners, unless a greater percentage is expressly required by law, the Articles, the Declaration, or these Bylaws, make, alter, amend, or repeal the Bylaws of the Association at any annual meeting or at any special meeting called for that purpose at which a quorum shall be represented.

## **ARTICLE 11. MISCELLANEOUS**

### **11.01 Fiscal Year.**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

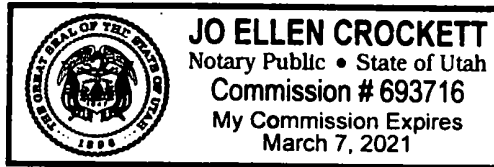
### **11.02 Effective Date.**

These By-Laws shall take effect upon execution of this document by the President and Secretary of the Association. These By-Laws expressly incorporate the Declaration referenced herein, recorded April 16, 2008, Entry Number 10402116, Book 9595, Pages 4998-5014, in the

offices of the Salt Lake County Recorder.

IN WITNESS WHEREOF, the undersigned, constituting the President and Secretary of the Arcadia On The Hill HOA have executed these By-Laws on this 22nd day of May, 2018.

[Signature]  
John Pekrul, President



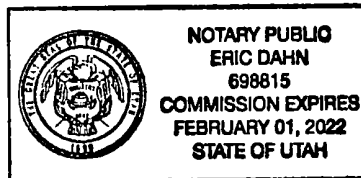
STATE OF UTAH }  
} ss.  
COUNTY OF SALT LAKE }

On the 23<sup>rd</sup> day of May, 2018, personally appeared before me John Pekrul, the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

[Signature]  
Notary Public

My Commission Expires: 03-07-21 Residing at: Salt Lake County

[Signature]  
Margaret Littlefield, Secretary



STATE OF UTAH }  
} ss.  
COUNTY OF SALT LAKE }

On the 23<sup>rd</sup> day of May, 2018, personally appeared before me Margaret Littlefield, the signer of the foregoing instrument, who duly acknowledged to me that she executed the same.

[Signature]  
Notary Public

My Commission Expires: February 01, 2022 Residing at: Salt Lake

5-22-18

