



**EXHIBIT A**

Legal Description

All Lots, HARVEST CROSSING VILLAS PH 1, 2, and 3 PUD, according to the official plat thereof on file in the office of the Salt Lake County Recorder.

First Parcel: 27172790020000

August 31, 2018  
Amended and Restated  
**BYLAWS**  
**OF**  
**HARVEST CROSSING VILLAS OWNERS ASSOCIATION, INC.**

ARTICLE I

**NAME AND LOCATION.** The name of the corporation is Harvest Crossing Villas Owners Association, Inc., hereinafter referred to as the "Association". The principal office of The association shall be located at 10472 South Fall Harvest Drive; South Jordan, Utah 84095 (or at such other location as the Board may designate). Meetings of Owners and Board Member shall be held at Harvest Crossing Villas as may be designated by the Board.

ARTICLE II

**Definitions**

**Section 1.** "Act" shall mean and refer to the Community Association Act, Utah Code Ann. 57-8a-101, et seq.

**Section 2.** "Association" shall mean and refer to Harvest Crossing Villas Owners Association, Inc., and its successors and assigns.

**Section 3.** "Board" shall mean and refer to the Board Directors, with all powers as Stated in the Declaration, the Articles of Incorporation of the Association, and the Bylaws.

**Section 4.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Easements, and Restrictions of Harvest Crossing Villas, filed of record in the Salt Lake County Recorder's Office in the State of Utah, as the Declaration may be amended in accordance with its terms and provisions.

**Section 5.** "Directors" shall mean and refer to those individuals who are members of the Board. The singular Director shall refer to the singular of the Directors.

Section 6. All other capitalized terms used herein shall have the same meaning as stated in the Declaration.

### ARTICLE III

#### MEMBERSHIP IN ASSOCIATION: MEETING OF OWNERS: VOTING

Section 1. Membership in Association. Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Unit. The Association shall have the following class of Membership and voting rights. Class A. Each Owner of a Unit which is an Assessable unit, shall be a Class A member of the Association and each Owner is allotted one (1) vote per Unit owned.

Each Class A Membership shall be held jointly by all Owners of such Unit. Class A Membership will begin immediately and automatically upon becoming an Owner and shall terminate immediately and automatically upon ceasing to be an Owner. If title to a Unit is held by more than one person, the Membership appurtenant to that Unit shall be shared by all such persons in the same proportionate interest and by the same type of tenancy in which title to the unit is held. An Owner shall be entitled to one membership for each Unit owned. Each membership shall be appurtenant to the Unit to which it relates and shall be transferred automatically by conveyance of the Unit. Ownership of a Unit within the Project cannot be separated from the Association membership appurtenant thereto. No person or entity other than an Owner may be a member of the Association, and membership in the Association may not be transferred except in connection with the transfer of a Unit.

Section 2 Voting. Unless otherwise stated herein, or in the Declaration, all voting shall be by a majority vote of all votes cast. A change in the ownership of a Unit shall be effective for voting purposes from the time the deed or other instrument effecting such change is recorded or in connection with Owners who are vendees under an installment purchase contract, upon the full execution of the installment purchase contract. Thereafter, the new Owner shall give the Board written notice of such change of ownership and provide satisfactory evidence thereof. The vote for each Unit must be cast as one vote, and fractional votes shall not be allowed. In the event that a Unit is owned by more than one Owner and such Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Association Member casts a vote representing a certain Unit, it will thereafter be conclusively presumed for all purposes that he, she or it was acting with the authority and consent of all owners of the same Unit unless written objection thereto is made at the time the vote is cast. In the event more than one Owner attempts to cast the vote for a particular Unit, the vote for that unit shall be deemed void and shall not be counted.

Section 3. Annual meeting. The annual meeting of the Owners shall be held at 7:00pm on the third Wednesday in February. The Board may change the date of the annual meeting provided it provides reasonable advance notice to all Members.

Section 4. Special Meetings. Special meetings of the Owners may be called at any time by the Board, or upon written request of the Owners who are entitled to vote thirty percent (30%) of all the total votes.

Section 5. Notice of Meetings. Written notice of each meeting of the Owners 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 30 days, and no more than sixty (60) days, before such meeting to each Owner entitled to vote, addressed to the Owner's address last appearing on the books of the Association, or supplied by such Owner to the Association for 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. Those present at the meeting may vote to continue the meeting to any date within 30 days. Notice of the continued meeting will be given by mail, and at the subsequent continued meeting, a quorum will consist of those Owners present. The President of the Association will give notice of any meetings, and will chair meetings of the Owners.

Section 6. Quorum. The presence at the meeting of Owners entitled to cast, or of proxies entitled to cast, fifty-one percent (51%) of the total votes of the Membership being thirty nine (39) votes, regardless of class, 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 Owners 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 be represented. Unless otherwise stated in the Declaration, the Articles of Incorporation, or these Bylaws, a majority of the votes cast at any meeting where a quorum is present shall be the action of Owners.

Section 7. Proxies. At all meetings of Owners, each Owner 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 Owner of his or her Unit.

#### ARTICLE IV

##### BOARD; SELECTION; TERM OF OFFICE

Section 1. Nomination and Tenure. The Owners shall elect five Directors. Each of the five (5) elected Directors shall draw lots to divide themselves into term of one year for three (3) Directors and two years for the other two (2) Directors. At each successive annual meeting, the Owners shall elect a Director to replace each Director whose term has expired or is then expiring which term shall be equal in length to the term of the Director they are replacing. So long as a quorum is present, a simple majority of the votes cast shall elect a Director. If a quorum is not present at a meeting, the other Directors shall select a new Director. Nomination for election to the Board shall be made by the Directors or the Owners. Nominations may also be made from the floor at the annual meeting. If any Director resigns, is removed, dies, or is otherwise unwilling or unable to serve during his or her term, the remaining Directors may appoint another Owner to fill the remainder of such term.

Section 2. Election. Election to the Board shall be by secret written ballot. At such election the Owners 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. By way of example; five Directors are to be elected then each Owner shall have the right to cast five (5) votes. The persons receiving the largest number of votes shall be elected. There shall be no cumulative voting.

Section 3. Number of Directors. The Board as elected by the owners shall consist of five (5) Members.

## ARTICLE V

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings of the Board shall be held as frequently as the Board deems appropriate, but at least quarterly, at such place and hour as may be fixed from time to time by resolution of the Board. Should such 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 Directors, after not less than three (3) day notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD; APPLICABILITY OF THE ACT

Section 1. Powers. The Board shall have power to;

- A. Adopt and publish rules and regulations governing the use of the Common Areas and Facilities, and the personal conduct of the Owners and their guest thereon, and to establish penalties for the infraction thereof;
- B. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Owners by other provisions of these Bylaw, the Articles of Incorporation, or the Declaration;
- C. Declare the office of a member of Board to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board; and
- D. Employ an association, independent contractors, or employees as they deem necessary, and to prescribe their duties, and to carry out through the Manager those of its functions which are properly the subject of delegation.

Section 2. Duties. It shall be the duty of the Board to;

- A. Cause to be kept a complete written record of all its acts and corporate affairs and to present a statement thereof to the Owners at the annual meeting of the Owners, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Owners who are entitled to vote;
- B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- C. As more fully provided in the Declaration, to;
  - 1. Fix the amount of the Regular Common Assessment against each Unit at least fifteen(15) and no more than sixty (60) days in advance of each annual assessment period which shall be calendar year and fix the amount of any Special Common Assessments against each Unit;
  - 2. Send written notice of each Regular Common Assessment to every Owner subject thereto at least fifteen(15) and no more than sixty (60) days in advance of each annual assessment period and similar notice for imposition of each Special Common Assessment; and
  - 3. Foreclosure of the lien (at the option of the Board) against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law (at the option of the Board) against the Owners personally obligated to pay the same.
- D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an 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 payments;
- E. Procure and maintain insurance in accordance with the provisions relating to insurance in the Declaration;
- F. Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate; and
- G. Cause the Common Area and Facilities to be properly maintained.

Section 3. Applicability of the Act. The provisions of the Act shall apply and govern the Association's rights with respect to levying of assessments, collection of assessments and remedies that apply in the event of non-payment of assessments.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. All officers of the Association must be Owners of Units in this project, and be a member of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Owners.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall be removed, or are otherwise disqualified to serve.

Section 4. 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 5. Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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 7. Multiple Offices. The offices of Secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special officers created pursuant to Section 4 of this Article.

Section 8 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 resolution of the Board are carried out; shall sign all written instruments of the Association, and 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 or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.



Secretary

- C. The Secretary shall record the votes and keep the minutes of all things and proceedings of the Board and of the Owners; serve notice of meetings of the Board and of the Owners of the Association together with their addresses, and shall perform such other duties as may be required of him or her 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 the Board; shall co-sign all checks and shall prepare an annual budget and a statement of income and expenditures to be presented to the ownership at its regular annual meeting, and deliver a copy of each to the Owners.

ARTICLE VIII

BOARDS

The Association may appoint Boards or Committees as deemed appropriate in carrying out its purposes.

ARTICLE IX

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Owner. The Declaration, the Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully set forth in the Declaration, each Owner is obligated to pay to the Association all Assessments which shall be secured by a continuing lien upon the Owner's Lot and Unit. Any assessment, which is not paid when due, shall be delinquent. If the assessment is not paid on time, then the Board has the authority to establish late fees from time to time and collect the same from the delinquent Owner. The Association may bring an action at law against the property of the Owner personally obligated to pay the assessments and late fees or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the Common Area or abandonment of his or her Unit.

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Owners, by a vote of a sixty-seven percent (67%) majority of a quorum of Owners present in person or

by proxy; provide, however, that no amendment to the Bylaws shall be adopted that is inconsistent with or contradicts any provisions of the Declaration unless and until the Declaration is also amended (in accordance with the amendment requirements of the Declaration) to resolve such inconsistency or contradiction.

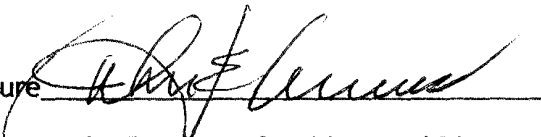
Section 2. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Declaration shall control.

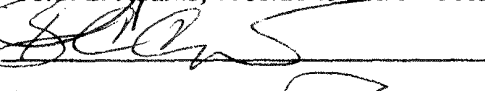
ARTICLE XII

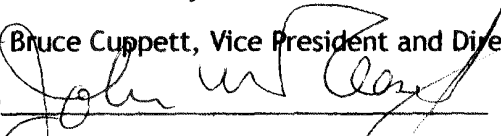
MISCELLANEOUS

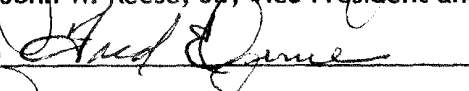
The fiscal year of the Association shall begin on January 1 and end on December 31 of every year.

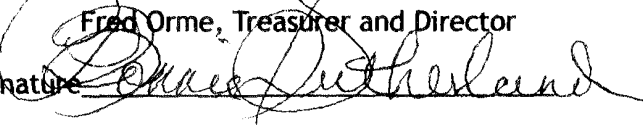
In witness whereof, we, the undersigned Directors of the Association have hereunto set our hands as of the 31ST day of August, 2018.

Signature   
John E. Adams, President and Director

Signature   
Bruce Cuppett, Vice President and Director

Signature   
John W. Reese, Jr., Vice President and Director

Signature   
Fred Orme, Treasurer and Director

Signature   
Bonnie Sutherland, Secretary and Director

Adopted by vote of Owners at a meeting held on August 23, 2018. A quorum of Owners being present and 91% of the total Owners authorized to vote approved these Amended and Restated ByLaws of Harvest Crossing Villas Owners Association, Inc. to be effective August 31, 2018.