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REQUEST: KAUFMAN & BROAD

BYLAWS

OF

HEBER LANDING SUBDIVISION HOME OWNERS ASSOCIATION
A Utah Nonprofit Corporation

for

Heber Landing Subdivision Phases 1 & 2
Consisting of Lots 1-73.

BYLAWS
OF
HEBER LANDING SUBDIVISION HOME OWNERS ASSOCIATION
A Utah Nonprofit Corporation

TABLE OF CONTENTS

ARTICLE I	
NAME AND PRINCIPAL OFFICE	
1.1 <u>Name</u>	1
1.2 <u>Offices</u>	1
ARTICLE II	
DEFINITIONS	
2.1 <u>Definitions</u>	1
ARTICLE III	
MEMBERS	
3.1 <u>Annual Meetings</u>	1
3.2 <u>Special Meetings</u>	1
3.3 <u>Place of Meetings</u>	2
3.4 <u>Notice of Meetings</u>	2
3.5 <u>Members of Record</u>	2
3.6 <u>Quorum</u>	2
3.7 <u>Proxies</u>	2
3.8 <u>Votes</u>	3
3.9 <u>Waiver of Irregularities</u>	3
3.10 <u>Informal Action by Members</u>	3
ARTICLE IV	
BOARD OF TRUSTEES	
4.1 <u>General Powers</u>	3
4.2 <u>Number, Tenure and Qualifications</u>	4
4.3 <u>Regular Meetings</u>	4
4.4 <u>Special Meetings</u>	4
4.5 <u>Quorum and Manner of Acting</u>	4
4.6 <u>Compensation</u>	4
4.7 <u>Resignation and Removal</u>	5
4.8 <u>Vacancies and Newly Created Trusteeships</u>	5
4.9 <u>Informal Action by Trustees</u>	5
ARTICLE V	
OFFICERS	
5.1 <u>Officers</u>	5
5.2 <u>Election, Tenure and Qualifications</u>	5

5.3	<u>Subordinate Officers</u>	6
5.4	<u>Resignation and Removal</u>	6
5.5	<u>Vacancies and Newly Created Offices</u>	6
5.6	<u>The President</u>	6
5.7	<u>The Vice President</u>	6
5.8	<u>The Secretary</u>	6
5.9	<u>The Treasurer</u>	7
5.10	<u>Compensation</u>	7
 ARTICLE VI		
COMMITTEES		
6.1	<u>Designation of Committees</u>	7
6.2	<u>Proceedings of Committees</u>	7
6.3	<u>Quorum and Manner of Action</u>	7
6.4	<u>Resignation and Removal</u>	8
6.5	<u>Vacancies</u>	8
 ARTICLE VII		
INSURANCE; INDEMNIFICATION PAYMENTS		
7.1	<u>Insurance</u>	8
7.2	<u>Payments and Premiums</u>	8
 ARTICLE VIII		
FISCAL YEAR AND SEAL		
8.1	<u>Fiscal Year</u>	8
8.2	<u>Seal</u>	9
 ARTICLE IX		
RULES AND REGULATIONS		
9.1	<u>Rules and Regulations</u>	9
 ARTICLE X		
AMENDMENTS		
10.1	<u>Amendments</u>	9

00214702 Bk 00426 Pg 00362

BYLAWS
OF
HEBER LANDING SUBDIVISION HOME OWNERS ASSOCIATION
A Utah Nonprofit Corporation

Pursuant to the provisions of the Utah Nonprofit Corporation Cooperative Association Act, the Board of Trustees of Heber Landing Subdivision Home Owners Association, a Utah nonprofit corporation, hereby adopts the following Bylaws for such nonprofit corporation.

ARTICLE I
NAME AND PRINCIPAL OFFICE

I.1 Name. The name of the nonprofit corporation is Heber Landing Subdivision Home Owners Association, hereinafter referred to as the "Association."

I.2 Office. The principal office of the Association shall be at 1225 East Fort Union Blvd., Midvale Utah 84047.

ARTICLE II
DEFINITIONS

II.1 Definitions. Except as otherwise provided herein or as may be required by the context, all terms defined in Article I of the Declaration of Covenants, Conditions and Restrictions for Heber Landing Subdivision, Phases 1 & 2, hereinafter referred to as the "Declaration," shall have such defined meanings when used in these Bylaws.

ARTICLE III
MEMBERS

III.1 Annual Meetings. The annual meeting of Members shall be held in November of each year, the specific date, time, and place to be fixed by the Board of Trustees, beginning with the year following the year in which the Articles of Incorporation are filed, for the purpose of electing Trustees and transacting such other business as may come before the meeting. If the election of Trustees shall not be held on the day designated herein for the annual meeting of the Members, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the Members to be convened as soon thereafter as may be convenient. The Board of Trustees may from time to time by resolution change the date and time for the annual meeting of the Members.

III.2 Special Meetings. Special meetings of the Members may

00214782 Bk 00426 Pg 00363

232304-1

363

be called by the Board of Trustees, the President, or upon the written request of Members collectively holding not less than ten percent (10%) of the voting power of the Members of Association, such written request to state the purpose or purposes of the meeting and to be delivered to the Board of Trustees or the President.

III.3 Place of Meetings. The Board of Trustees may designate any place in Wasatch County, State of Utah as the place of meeting for any annual meeting or for any special meeting called by the Board. A waiver of notice signed by all of the Members may designate any place, either within or without the State of Utah, as the place for holding such meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be at the principal office of the Association.

III.4 Notice of Meetings. The Board of Trustees shall cause written or printed notice of the time, place, and purposes of all meetings of the Members (whether annual or special) to be delivered, not more than fifty (50) nor less than ten (10) days prior to the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the Member at his registered address, with first-class postage thereon prepaid. Each Member shall register with the Association such Member's current mailing address for purposes of notice hereunder. Such registered address may be changed from time to time by notice in writing to the Association. If no address is registered with the Association, a Member's Lot address shall be deemed to be his registered address for purposes of notice hereunder.

III.5 Members of Record. Upon purchasing a Lot in the Project, each Owner shall promptly furnish to the Association a certified copy of the recorded instrument by which ownership of such Lot has been vested in such Owner, which copy shall be maintained in the records of the Association. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, or any adjournment thereof, the Board of Trustees may designate a record date, which shall not be more than fifty (50) nor less than ten (10) days prior to the meeting, for determining Members entitled to notice of or to vote at any meeting of the Members. If no record date is designated, the date on which notice of the meeting is mailed shall be deemed to be the record date for determining Members entitled to notice of or to vote at the meeting. The persons or entities appearing in the records of the Association on such record date as the owners of record of Lots in the project shall be deemed to be the Members of record entitled to notice of and to vote at the meeting of the

Members.

III.6 Quorum. At any meeting of the Members duly called and noticed, the Members present in person or represented by proxy shall constitute a quorum for the transaction of business.

III.7 Proxies. At each meeting of the Members, each Member entitled to vote shall be entitled to vote in person or by proxy; provided, however, that the right to vote by proxy shall exist only where the instrument authorizing such proxy to act shall have been executed by the Member himself or by his attorney thereunto duly authorized in writing. If a membership is jointly held, the instrument authorizing a proxy to act must have been executed in writing. Such instrument authorizing a proxy to act shall be delivered at the beginning of the meeting to the Secretary of the Association or to such other officer or person who may be acting as secretary of the meeting. The secretary of the meeting shall enter a record of all such proxies in the minutes of the meeting.

III.8 Votes. With respect to each matter submitted to a vote of the Members, each Member entitled to vote at the meeting shall have the right to cast, in person or by proxy, the number of votes appertaining to the Lot of such Member, as set forth in the Declaration. The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, the Declaration, or Utah law. The election of Trustees shall be by ballot. If a membership is jointly held, all or any holders thereof may attend each meeting of the Members, but such holders must act unanimously to cast the votes relating to their joint Membership.

III.9 Waiver of Irregularities. All inaccuracies and irregularities in calls or notices of meetings and in the manner of voting form of proxies, and method of ascertaining Members present shall be deemed waived if no objection thereto is made at the meeting.

III.10 Informal Action by Members. Any action that is required or permitted to be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV
BOARD OF TRUSTEES

00014702 Bk 00426 Pg 00365

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365

IV.1 General Powers. The property, affairs, and business of the Association shall be managed by its Board of Trustees. The Board of Trustees may exercise all of the powers of the Association, whether derived from law or the Articles of Incorporation, except such powers as are by law, by the Articles of Incorporation, by these Bylaws, or by the Declaration vested solely in the Members. The Board of Trustees may by written contract delegate, in whole or in part, to a professional management organization or person such of its duties, responsibilities, functions, and powers as are properly delegable.

IV.2 Number, Tenure and Qualifications. The number of Trustees of the Association shall be three (3). The initial Board of Trustees specified in the Articles of Incorporation shall serve until the first annual meeting of the Members held for the purpose of electing Trustees. At the first annual meeting of the Members the Members shall elect three (3) Trustees to serve for the following respective terms: one (1) Trustee to serve for a term of three (3) years; one (1) Trustee to serve for a term of two (2) years; and one (1) Trustee to serve for a term of one (1) year. At each annual meeting thereafter, the Members shall elect for a term of three (3) years one Trustee to fill the vacancy created by the expiring term of a Trustee. Each Trustee shall hold office until his successor shall have been elected or appointed and qualified.

IV.3 Regular Meetings. The regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the Members. The Board of Trustees may provide by resolution the time and place for holding of additional regular meetings without other notice than such resolution.

IV.4 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of any Trustee. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, within or without the State of Utah, as the place for holding any special meeting of the Board of Trustees called by such person or persons. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, or mailed to each Trustee at his registered address, or by Telegram. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail so addressed, with first-class postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to have been delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of a meeting.

IV.5 Quorum and Manner of Acting. A majority of the then

authorized number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. The Trustees shall act only as a Board, and individual Trustees shall have no powers as such.

IV.6 Compensation. No Trustee shall receive compensation for any services that he may render to the Association as a Trustee; provided, however, that a Trustee may be reimbursed for expenses incurred in performance of his duties as a Trustee to the extent such expenses are approved by the Board of Trustees and (except as otherwise provided in these Bylaws) may be compensated for services rendered to the Association other than in his capacity as a Trustee.

IV.7 Resignation and Removal. A Trustee may resign at any time by delivering a written resignation to either the President or the Board of Trustees. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any Trustee may be removed at any time, for or without cause, by the affirmative vote of seventy-five percent (75%) of the voting power of the Members of the Association at a special meeting of the Members duly called for such purpose.

IV.8 Vacancies and Newly Created Trusteeships. If vacancies shall occur in the Board of Trustees by reason of the death, resignation or disqualification of a Trustee, or if the authorized number of Trustees shall be increased, the Trustees then in office shall continue to act, and such vacancies or newly created Trusteeships shall be filled by a vote of the Trustees then in office, though less than a quorum, in any way approved by such Trustees at the meeting. Any vacancy in the Board of Trustees occurring by reason of removal of a Trustee by the Members may be filled by election at the meeting at which such Trustee is removed. Any Trustee elected or appointed hereunder to fill a vacancy shall serve for the unexpired term of his predecessor or for the term of the newly created Trusteeship, as the case may be.

IV.9 Informal Action by Trustees. Any action that is required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees.

ARTICLE V OFFICERS

V.1 Officers. The officers of the Association shall be a

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Bk 00426 Pg 00367

367

President, Vice President, Secretary, Treasurer and such other officers as may from time to time be appointed by the Board of Trustees.

V.2 Election, Tenure and Qualifications. The officers of the Association shall be chosen by the Board of Trustees annually at the regular annual meeting of the Board of Trustees. In the event of failure to choose officers at such regular annual meeting of the Board of Trustees, officers may be chosen at any regular or special meeting of the Board of Trustees. Each such officer (whether chosen at a regular annual meeting of the Board of Trustees or otherwise) shall hold his office until the next ensuing regular annual meeting of the Board of Trustees and until his successor shall have been chosen and qualified, or until his death, or until his resignation, disqualification, or removal in the manner provided in these Bylaws, whichever first occurs. Any one person may hold any two or more of such offices, except that the President may not also be the Secretary. No person holding two or more offices shall act in or execute any instrument in the capacity of more than one office. The President, Vice President, Secretary and Treasurer shall be and remain Trustees of the Association during the entire term of their respective offices. No other officers need be a Trustee.

V.3 Subordinate Officers. The Board of Trustees may from time to time appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Board of Trustees may from time to time determine. The Board of Trustees may from time to time delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective titles, terms of office, authorities, and duties. Subordinate officers need not be Members or Trustees of the Association.

V.4 Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Board of Trustees. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any officer may be removed by the Board of Trustees at any time, for or without cause.

V.5 Vacancies and Newly Created Offices. If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification, or any other cause, or if a new office shall be created, such vacancies or newly created offices may be filled by the Board of Trustees at any regular or special meeting.

V.6 The President. The President shall be the chief

executive officer of the Association and shall exercise general supervision over its property and affairs. The President shall preside at meetings of the Board of Trustees and at meetings of the Members. He shall sign on behalf of the Association all conveyances, mortgages, documents, and contracts, and shall do and perform all other acts and things that the Board of Trustees may require of him. The President shall be invited to attend meetings of each committee.

V.7 The Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Trustees.

V.8 The Secretary. The Secretary shall keep the minutes of the Association and shall maintain such books and records as these Bylaws, the Declaration, or any resolution of the Board of Trustees may require him to keep. The Secretary also shall act in the place and stead of the President in the event of the President's and Vice President's absence or inability or refusal to act. He shall be the custodian of the seal of the Association, if any, and shall affix such seal, if any, to all papers and instruments requiring the same. He shall perform such other duties as the Board of Trustees may require of him.

V.9 The Treasurer. The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Trustees, and shall, when requested by the President to do so, report the state of the finances of the Association at each annual meeting of the Members and at any meeting of the Board of Trustees. He shall perform such other duties as the Board of Trustees may require of him.

V.10 Compensation. No officer shall receive compensation for any services that he may render to the Association as an officer; provided, however, that an officer may be reimbursed for expenses incurred in performance of his duties as an officer to the extent such expenses are approved by the Board of Trustees and (except as otherwise provided in these Bylaws) may be compensated for services rendered to the Association other than in his capacity as an officer.

ARTICLE VI COMMITTEES

VI.1 Designation of Committees. The Board of Trustees may from time to time by resolution designate such committees as it may deem appropriate in carrying out its duties, responsibilities,

functions, and powers. The membership of each such committee designated hereunder shall include at least one (1) Trustee. No committee member shall receive compensation for services that he may render to the Association as a committee member; provided, however, that a committee member may be reimbursed for expenses incurred in performance of his duties as a committee member to the extent that such expenses are approved by the Board of Trustees and (except as otherwise provided in these Bylaws) may be compensated for services rendered to the Association other than in his capacity as a committee member.

VI.2 Proceedings of Committees. Each committee designated hereunder by the Board of Trustees may appoint its own presiding officers and may meet at such places and times and upon such notice as such committee may from time to time determine. Each such committee shall keep a record of its proceedings and shall regularly report such proceedings to the Board of Trustees.

VI.3 Quorum and Manner of Action. At each meeting of any committee designated hereunder by the Board of Trustees, the presence of members constituting at least a majority of the authorized membership of such committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. The members of any committee designated by the Board of Trustees hereunder shall act only as a committee, and the individual members thereof shall have no powers as such.

VI.4 Resignation and Removal. Any member of any committee designated hereunder by the Board of Trustees may resign at any time by delivering a written resignation to the President, the Board of Trustees, or the presiding officer of the committee which he is a member. Unless otherwise specified therein, such resignation shall take effect upon delivery. The Board of Trustees may at any time, for or without cause, remove any member of any committee designated by it hereunder.

VI.5 Vacancies. If any vacancy shall occur in any committee designated by the Board of Trustees hereunder, due to disqualification, death, resignation, removal, or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, may continue to act. Such vacancy may be filled at any meeting of the Board of Trustees.

ARTICLE VII
INSURANCE; INDEMNIFICATION PAYMENTS

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VII.1 Insurance. The Association may purchase and maintain insurance on behalf of any person who was or is a Trustee, officer, committee member, employee, or agent or was or is serving at the request of the Association as a trustee, director, officer, employee, or agent of another corporation, entity, or enterprise (whether for profit or not for profit).

VII.2 Payments and Premiums. All indemnification payments made, and all insurance premiums for insurance maintained, pursuant to the Articles of Incorporation, these Bylaws and any other agreement of the Association shall constitute expenses of the Association and shall be paid with funds from the Assessments referred to in the Declaration.

ARTICLE VIII FISCAL YEAR AND SEAL

VIII.1 Fiscal Year. The fiscal year of the Association shall be begin on the first day of January each year and end on the 31st day of December next following, except that the first fiscal year shall be a partial year and shall begin on the date of incorporation.

VIII.2 Seal. The Board of Trustees may by resolution provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation, and the words "Corporate Seal."

ARTICLE IX RULES AND REGULATIONS

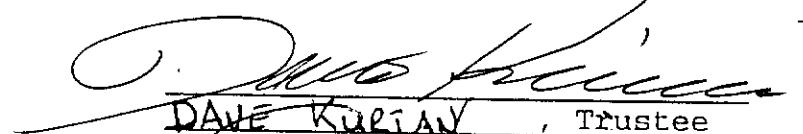
IX.1 Rules and Regulations. The Board of Trustees may from time to time adopt, amend, repeal, and enforce reasonable rules and regulations governing the use and operation of the Project, to the extent that such rules and regulations are not inconsistent with the rights and duties set forth in the Articles of Incorporation, the Declaration, or these Bylaws. The Members shall be provided with copies of all rules and regulations adopted by the Board of Trustees, and with copies of all amendments and revisions thereof.

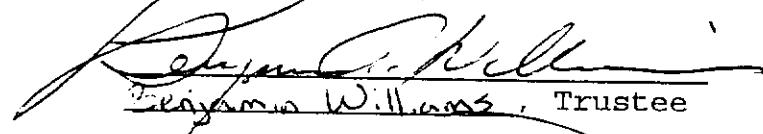
ARTICLE X AMENDMENTS

X.1 Amendments. Except as otherwise provided by law, by the Articles of Incorporation, by the Declaration, or by these Bylaws, these Bylaws may be amended, altered, or repealed and new Bylaws may be made and adopted by the Members upon the affirmative

vote of at least fifty-one percent (51%) of the voting power of the Members of the Association; provided, however, that such action shall not be effective unless and until a written instrument setting forth (i) the amended, altered, repealed, or new bylaw, (ii) the number of votes cast in favor of such action, and (iii) the total voting power of the Members of the Association, shall have been executed and verified by the current President of the Association.

IN WITNESS WHEREOF, the undersigned, constituting all of the initial Trustees of Heber Landing Subdivision Home Owners Association, have executed these Bylaws on the 27 day of May, 1999.


DAVE KURIAN, Trustee


William Williams, Trustee


Ken Krivanec, Trustee

00214782 Bk 00426 Pg 00372