



ENT 34403:2011 PG 1 of 10
 JEFFERY SMITH
 UTAH COUNTY RECORDER
 2011 May 06 10:02 am FEE 28.00 BY CS
 RECORDED FOR SARATOGA SPRINGS CITY

**BYLAWS
 FOR JORDAN RIDGE
 CONDOMINIUM OWNERS ASSOCIATION**

**ARTICLE I
 PLAN OF UNIT OWNERSHIP AND INCORPORATION**

1. Submission. These are the Bylaws referred to in the foregoing Declaration of Condominium of **JORDAN RIDGE CONDOMINIUMS** (the "Declaration"), which is located in County of Utah, State of Utah. These Bylaws shall govern the administration of the Project and the Association.
2. Organizational Form. The Association is incorporated under the laws of the State of Utah and these Bylaws shall constitute the Bylaws of the corporation.
3. Office and Registered. The initial Registered Agent shall be Harold Toombs, P.O. Box 900970 Sandy, UT 84090-0970. However, after transfer of management and control of the Association is made by the Declarant to the members of the Association, the Registered Agent and the Registered Office shall be designated by the Board of Directors.

**ARTICLE II
 ASSOCIATION**

1. Composition. The association of unit owners is a mandatory association consisting of all Owners.
2. Place of Meeting. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place as may be designated by the Board of Directors from time to time and stated in the notice of meeting.
3. Annual Meetings. Shall be held for the entire Membership during the same month for the purposes of electing the Board, reviewing the past year's financial reports, and reviewing the upcoming year's proposed budget. The first Annual Meeting shall be held within 90 days after 100% of the units have been conveyed to owners other than the Declarant.
4. Special Meetings. Special meetings of the members may be called at any time by the President or the Board, or upon written request of fifty percent (50%) of the current members. The call for such meeting shall be in accordance with these bylaws.
5. Notice of Meeting. It shall be the duty of the Secretary or their delegated representative to hand deliver or mail to each owner at his or her last known address, by regular

U.S. mail postage prepaid, a notice of (a) each annual meeting of the Association not less than fifteen (15) and not more than sixty (60) days in advance of such meeting. The notice shall state the purpose, day, date, time and place of the meetings. The mailing of a notice of meeting in the manner provided in this Section shall be considered service of notice.

6. Qualified Voters. An Owner shall be deemed to be in "good standing" and "entitled to vote" at any meeting of the Association if he or she is in full compliance with all of the terms, covenants, and conditions of the Project Documents, and shall have fully paid his or her share of the Common Expenses and all Assessments and/or Additional Charges due.

7. Proxies. The votes appertaining to any Unit may be cast pursuant to a proxy or proxies duly executed by or on behalf of the Unit Owner, or in cases where the Owner is more than one person, by or on behalf of all such persons. Any proxy shall be void if it is not dated, if it purports to be revocable without notice, or if it is not signed by a person having authority, at the time of the execution thereof, to execute deeds on behalf of that person. Unless it expressly states otherwise, a proxy shall terminate automatically (a) if the Owner attends the meeting in person, (b) it is revoked in writing and written notice of the revocation is given to the Secretary of the Association prior to the meeting, and (c) upon the adjournment of the first meeting held on or after the date of that proxy. Each proxy must be filed with the Secretary of the Association prior to the meeting. Only individual Owners or the legal representative of an institutional Owner may be proxies.

8. Quorum. Those Owners present, either in person or by proxy, at any scheduled meeting shall constitute a quorum for the adoption of decisions. The vote of the Owners representing a majority of the members of the Association in person or by proxy, shall decide any question brought before the meeting. If the Declaration requires a fixed percentage of Owners to approve any action, however, that percentage shall be required anything to the contrary notwithstanding.

9. Order of Business. The order of business at all meetings of the Association shall be as follows (unless otherwise changed by the Board):

- a. roll call;
- b. proof of notice of meeting;
- c. reading of minutes of preceding meeting;
- d. reports of officers;
- e. report of Board of Directors, if any;
- f. election of inspectors of election, if applicable;
- g. election of Board of Directors Members, if applicable;
- h. unfinished business; and
- i. new business.

10. Conduct of Meeting. The President shall, or in his or her absence the Vice-President, preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting as well as record of all transactions occurring thereat.

ARTICLE III

BOARD OF DIRECTORS

1. Powers and Duties. The affairs and business of the Association shall be managed by the Board of Directors consisting of not less than three (3) but not more than five (5) Unit Owners. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association in accordance with the provisions of the Declaration and may do all such acts and things necessary to operate and maintain the Project. The Board of Directors shall have the power from time to time to adopt any Rules and Regulations deemed proper for the exercise of its management powers. The Board of Directors may delegate its authority to a manager or managers. Subject to any limitations or provisions contained in the Declaration, the Board of Directors shall be responsible for at least the following:

- a) Preparation of an annual budget, capital asset table and reserve account analysis;
- b) Establishing the Assessment of each Owner and Unit;
- c) Maintaining the Common Areas and Facilities;
- d) Managing employees and personnel;
- e) Collecting and depositing the Assessments;
- f) Making, amending, and enforcing the Rules and Regulations;
- g) Establishing bank accounts;
- h) Enforcing by legal means the Project Documents;
- i) Obtain insurance;
- j) Keeping books and records with detailed accounts of the receipts and expenditures affecting the Property, and the administration of the Project, specifying the maintenance and repair expenses of the Common Areas and Facilities and any other expenses incurred. Said documents, books, financial

statements, and vouchers accrediting the entries thereupon shall be available for examination by the Owners, their duly authorized agents or attorneys, during general business hours on working days at the times and in the manner that shall be set and announced by the Board of Directors for the general knowledge of the Owners. All books and records shall be kept in accordance with generally accepted accounting practices, and the same, upon a resolution approved by a majority of the Members of the Association, shall be formally audited by an outside auditor employed by the Board of Directors who shall not be a Occupant of the Project or an Owner therein. The cost of such Audit shall be a Common Expense. Copies of books and records, financial statements, reports, compilations, and Audits shall be supplied to any first mortgagee of any Unit in the Project who requests the same in writing from the Secretary. A mortgage holder, at its expense, may have an Audited financial statement prepared at any time;

- k) Providing common utility services;
- l) Doing such other things and acts necessary to accomplish the foregoing and not inconsistent with the Declaration or Bylaws, or to do anything required by a proper resolution of the Board of Directors or Association.

2. Composition of Board of Directors. The Board of Directors shall be composed of an uneven number of not less than three (3) but not more than five (5) Unit Owners

3. Election and Term of Office of Board of Directors Members. Except as provided below with respect to the initial Board of Directors members, the term of office of Board of Directors Members shall be two (2) years. At the expiration of the member's term, a successor shall be elected. In the initial election of Board of Directors members after the Declarant releases control of the Project, the Board of Directors member receiving the fewest number of votes shall serve for a term of one (1) year only. Thereafter, persons subsequently elected to take that Board of Directors member's place will serve terms of two years.

4. First Meeting. The first meeting of the members of the Board of Directors shall be immediately following the annual meeting of the Association or at such other time and place designated by the Board of Directors.

5. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time and at such time and place as shall be determined by a majority of the members of the Board of Directors, but not less often than quarterly.

6. Special Meetings. Special meetings of the Board of Directors may be called by the President, Vice President or a majority of the members on at least forty-eight (48) hours prior notice to each member. Such notice shall be given personally, by regular U.S. Mail postage prepaid (three (3) days shall be added for mailing and notice shall be deemed properly given as of the third day) or by telephone, and such notice shall state the time, place and purpose of the meeting. Any meeting attended by all members of the Board of Directors shall be valid for any and all purposes.

7. Waiver of Notice. Before or at any meeting of the Board of Directors, any member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the Board of Directors shall constitute a waiver of notice. If all the members are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

8. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the members then in office shall constitute a quorum for the transaction of business, and the acts of the majority of all the Board of Directors members present at a meeting at which a quorum is present shall be deemed to be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time but for no longer than two days. At any such rescheduled meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

9. Vacancies. Vacancies in the Board of Directors caused by any reason other than expiration of the regularly scheduled term of a particular director or removal of a director by a vote of the Association shall be filled by vote of the majority of the remaining members of the Board of Directors at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, even though the total members remaining may constitute less than a quorum of the Board of Directors; and each person so elected shall be a director for the remainder of the term of the director so replaced. A vacancy created by the removal of a member by a vote of the Association shall be filled by the election and vote of the Association.

10. Removal of Board of Directors Member. A member of the Board of Directors may be removed with or without cause, and his or her successor elected, at any duly called regular or special meeting of the Association at which a quorum of the Association is present, by an affirmative vote of a majority of the members of the Association. Any member whose removal has been proposed by the Owners shall be given at least thirty days notice of the calling of the meeting and the purpose thereof and an opportunity to be heard at the meeting.

11. Conduct of Meetings The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a Minute Book of the Board of Directors recording therein

all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

12. Open Meeting Policy. All Board of Directors meetings shall be open to all voting members, but attendees other than members of the Board of Directors may not participate in any discussion or deliberation unless a majority of a quorum requests that they be granted permission to speak. In such case, the President may limit the time any such individual may speak.

13. Action May Be Taken Without a Meeting. Any action to be taken at the meeting of the Board of Directors or any action to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the reasons for the action so taken, shall be signed by all the members of the Board of Directors. An explanation of the action taken shall be posted at a prominent place or places within the Common Areas and Facilities with three (3) days after the written consents of all of the members of the Board of Directors have been obtained.

14. Executive Session. The Board of Directors, with approval of a majority of a quorum, may adjourn a meeting and reconvene an executive session to discuss and vote upon personnel matters, litigation or threatened litigation in which the Association is or may become involved, and orders of business of a privileged, confidential, sensitive or similar nature. The nature of any and all business to be considered in an executive session shall first be announced in open session.

ARTICLE IV **OFFICERS**

1. Designation. The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors and who must be members of the Board of Directors. The Board of Directors may appoint assistant secretaries and such other officers as in its judgment may be necessary. Two or more offices may be held by the same person, except that the President shall not hold any other office.

2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of each Board of Directors immediately following the annual meeting of the Association and shall hold office at the pleasure of the Board of Directors. Any vacancy in an office shall be filled by the Board of Directors at a regular meeting or special meeting called for such purpose.

3. Removal of Officers. The officers shall hold office until their respective successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors, and

his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purposes.

4. President. The President shall be the chief executive officer; he or she shall preside at meetings of the Association and the Board of Directors; shall be an ex officio member of all Board of Directors; he or she shall have general and active management of the business of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have all of the general powers and duties which are usually vested in or incident to the use of president of a corporation organized under the laws of the State of Utah.

5. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or the President shall prescribe. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint a member of the Board of Directors to do so on an interim basis.

6. Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the Association and record all votes and the minutes of all proceedings in a book to be kept by him for that purpose and shall perform like duties for the Board of Directors when required. He shall give, or cause to be given, notices for all meetings of the Association and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall compile and keep current at the principal office of the Association, a complete list of the Owners and their last known post office addresses. This list shall be open to inspection by all Owners and other persons lawfully entitled to inspect the same, at reasonable hours during regular business days. The Secretary shall also keep current and retain custody of the Minute Book of the Association, containing the minutes of all annual and special meetings of the Association and all sessions of the Board of Directors including resolutions.

7. Treasurer. The Treasurer shall have custody of all funds and securities that are not under the control of the Managing Agent, and with the assistance of the Managing Agent, shall keep full and accurate records of receipts and disbursements, shall prepare all required financial data, and shall deposit all monies and other valuable effects in such depositories as may be designated by the Board of Directors. He shall disburse funds as ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and members, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Project.

ARTICLE V
FISCAL YEAR

The fiscal year of the Association shall be the calendar year consisting of the twelve (12) month period commencing on January 1 of each year terminating on December 31 of the same year. The fiscal year herein established shall be subject to change by the Board of Directors should it be deemed advisable or in the best interests of the Association.

ARTICLE VI
INVESTMENT OF COMMON FUNDS

Common funds may only be deposited into institutions which are federally insured.

ARTICLE VII
AMENDMENT TO BYLAWS

1. **Amendments.** These Bylaws may be modified or amended either (a) by the affirmative vote of a majority of the members of the Association or (b) pursuant to a written instrument of consent duly executed by a majority of the members of the Association; provided, however, all of the written consents must be obtained within a ninety (90) day period and, so long as Declarant is in control of the owner's association, must be approved in writing by the Department of Veterans Affairs (VA) pursuant to CFR, Title 38, "36.4357(b)(4) and, if any financing or the guaranty of any financing of a Unit is provided by the Federal Housing Administration of the United States Department of Housing and Urban Development (FHA), the Federal Home Loan Mortgage Corporation or the Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA), Government National Mortgage Association (GNMA), by such agencies.

2. **Recording.** An amendment to these Bylaws shall become effective immediately upon recordation in the Office of the County Recorder of Utah County, State of Utah.

ARTICLE VIII
NOTICE

1. **Manner of Notice.** All notices, demands, bills, statements, or other communications provided for or required under these Bylaws (except as to notices of Association meetings which were previously addressed in Article II of these Bylaws) shall be in writing and shall be deemed to have been duly given if delivered personally or sent by regular U.S. Mail postage pre-paid, a) if to an Owner, at the address of his or her Unit and at such other address as the Owner may have designated by notice in writing to the Secretary; or b) if to the Board of Directors or the Manager, at the principal office of the Manager or at such other address as shall be designated by notice in writing to the Owners pursuant to this Section.

2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes, the Declaration, or of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent thereto, unless such waiver is ineffective under the provisions of the Declaration.

ARTICLE IX

COMPLIANCE, CONFLICT, AND MISCELLANEOUS PROVISIONS

1. Conflict. These Bylaws are subordinate and subject to all provisions of the Declaration. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these Bylaws and the Declaration, the provision of the Declaration shall control.

2. Waiver No restriction, condition, obligation, or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

3. Captions. The captions contained in these Bylaws are for convenience only and are not part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

4. Interpretation Whenever in these Bylaws the context so requires, the singular number shall refer to the plural and the converse; and the use of any gender shall be deemed to include both masculine and feminine; and the term "shall" is mandatory while the term "may" is permissive.

5. Severability The invalidity of any one or more phrases, sentences, subparagraphs, subsections or sections hereof shall not affect the remaining portions of this instrument or any part thereof, and in the event that any portion or portions of this document should be invalid or should operate to render this document invalid, this document shall be construed as if such invalid phrase or phrases, sentence or sentences, subparagraph or subparagraphs, paragraph or paragraphs, subsection or subsections, or section or sections had not been inserted

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of JORDAN RIDGE CONDOMINIUM OWNERS ASSOCIATION, a Utah nonprofit corporation ("Association"); and

2. The foregoing Bylaws constitute the original Bylaws of the Association duly adopted by the Organizational Consent of its Board of Directors dated April 24, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this 24 day of April, 2011.



Secretary