

**BYLAWS
OF
FOOTHILL LOFTS RESIDENTIAL SUBDIVISION
HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

1.01. The name of the association is FOOTHILL LOFTS RESIDENTIAL SUBDIVISION HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at Logan, Utah, but meetings of Members and Directors may be held at such places within the State of Utah, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

2.01. "Association" shall mean and refer to FOOTHILL LOFTS RESIDENTIAL SUBDIVISION HOMEOWNERS' ASSOCIATION, INC., its successors and assigns, a Utah nonprofit corporation.

2.02. "Common Areas" shall mean any real property owned by the Association for the common use and enjoyment of the Owners.

2.03. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions located in the Cache County Recorder's Office at Entry _____, recorded _____, 2022, as amended, by which FOOTHILL LOFTS RESIDENTIAL SUBDIVISION was established as a Residential Subdivision.

2.04. "Lot" shall mean and refer to each subdivision lot made subject to the Declaration.

2.05. "Member" shall mean and refer to those persons and entities entitled to membership in the Association as provided in the Declaration.

2.06. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot on the Property, as more fully described in the Declaration. The term "Owner" shall include contract sellers, but exclude those having such interest merely as security for the performance of an obligation. Every Owner is a Member of the Association, and every Member is an Owner.

2.07 “Property” shall mean and refer to that certain real property in Cache County, Utah more fully described in the Declaration.

ARTICLE III

MEETINGS OF MEMBERS

3.01 Annual Meetings. The annual meetings of the Members shall be held annually on the first Thursday in January, at the hour of 6:30 o’clock p.m. as provided in the Declaration.

3.02 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote.

3.03. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days before such meeting to each Member entitled to vote, addressed to the Member’s address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.04 Quorum. The presence at the meeting of twenty percent (20%) of the Members entitled to cast, or of proxies entitled to cast, the votes of members shall constitute a quorum for any action except as otherwise provided in the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

3.05 Proxies. At all meetings of Members, except as otherwise provided in the Declaration. each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon eleven (11) months from the date thereof, or upon conveyance by the Member of the Member’s Lot.

ARTICLE IV

BOARD OF DIRECTORS

Except as otherwise provided by the Declaration:

4.01. Number. The affairs of this Association shall be managed by a Board of Directors of three (3) persons, who must be Members or officers or agents of Members of the Association, as provided in the Declaration.

4.02. Term of Office. At the initial meeting, the Members shall elect one Director for a term of one year, one Director for a term of two years and one Director for a term of three years; and at each annual meeting thereafter, the Members shall elect one person to fill vacancies.

4.03. Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of a quorum of the Members of the Association. In the event of the death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his or her predecessor.

4.04. Compensation. No Director shall receive compensation of any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

4.05. Action Without Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

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

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

4.08. 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 V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

5.01. Powers. The Board of Directors shall have power to:

- A. Adopt and publish rules and regulations governing the Association and its Members in accordance with Utah Code Ann. § 57-8a-217 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 Members, by other provisions of these Bylaws, or the Declaration;

- C. Declare the office of a Director of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- D. Employ assets or employees as they deem necessary, to accomplish and fulfill the purposes of the Association.
- E. Provide such maintenance and improvements as provided for or allowed by the Declaration.

5.02. Duties. It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and corporate affairs and to make the same available for inspection by Members upon reasonable request;
- 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 assessments against each Lot at least thirty (30) days in advance of such assessment period;
 - 2. Send written notice of each special assessment to every Owner subject thereto at least thirty (30) days in advance of each special assessment due date; and
 - 3. Enforce claims and obligations, including foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner 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 any assessment has been paid. A reasonable charge may be made by the Committee for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- E. Procure and maintain adequate liability and hazard insurance on property owned by the Association, if any;
- F. Cause all officers or employees having fiscal responsibilities to be bonded, if the Board of Directors determines it to be in the best interest of the Association.
- G. Cause the Common Areas, if any are established, to be maintained;

- H. As required by Utah Code Ann. § 57-8a-215, at least annually, the Board shall prepare and adopt a budget for the Association and present it to the Members at a meeting of the Members. The budget shall include a line item for a reserve fund in the amount the Board determines to be prudent as required by Utah Code Ann. § 57-8a-211.
- I. The Board may conduct a “reserve analysis” at any frequency it determines is appropriate, if any, and need not adhere to the default frequency contained in Utah Code Ann. § 57-8a-211.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Except as otherwise provided by the Declaration:

6.01. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

6.02. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

6.03. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

6.04. Special Appointments. The Board of Directors 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 a Board of Directors may, from time to time, determine.

6.05. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.06. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer **he** or **she** replaces.

6.07. 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 officers except in the case of special officers created pursuant to Section 6.04.

6.08. Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all meetings of the Board of Directors of Directors; shall see that orders and resolutions of the Board of Directors are carried out; and shall sign all written contracts. The President may sign checks, as may any other officer of the Association. The President may prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.
- B. Vice President. 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 of Directors.
- C. Secretary. The Secretary shall record the votes and keep the minutes of all things and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.
- D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; if requested by the Board of Directors, shall cause an annual audit of the Associate books to be made by public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.
- E. Checks. Any officer may be authorized to sign checks for the Association.

ARTICLE VII

BOOKS AND RECORDS

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

ARTICLE VIII

ASSESSMENTS

8.01. As more fully provided in the Declaration, each Member is obligated to pay to the Association monthly and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within ten (10) days after the due date, it shall incur a five percent (5%) late fee, and the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum from the due date until paid; and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, 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 assessments provided for herein by non-use of the Common Area or abandonment of his or her Lot.

ARTICLE IX

AMENDMENTS

9.01. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy as set forth in Utah Code Ann. § 16-6a-1010(2).

9.02. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE X

MISCELLANEOUS

10.01. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of recording of the Declaration.

IN WITNESS WHEREOF, the Declarant of The FOOTHILL LOFTS RESIDENTIAL SUBDIVISION and Declaration of Easement, Covenants and Conditions and Restrictions of Ownership has hereunto executed these Bylaws this _____ day of _____, 2022.

FOOTHILL LOFTS RESIDENTIAL
LLC.

By: _____

Craig Champlin, President