

**BYLAWS OF POLE PATCH LANDOWNERS ASSOCIATION, INC.**

a Utah nonprofit corporation Revised 02/01/2016

Pursuant to the provisions of the Utah Nonprofit Corporation and Co-operative Association Act, the Board of Trustees of Pole Patch Landowners Association, Inc., a Utah nonprofit corporation, hereby adopts the following Bylaws for such nonprofit corporation. This Document supercedes and replaces all previous versions.

**ARTICLE I**

Name and Principal Office

1.01 Name. The name of the nonprofit corporation is Pole Patch Landowners Association, Inc., hereinafter referred to as the "Association."

1.02 Offices. Address to be posted on website: [www.polepatch.com](http://www.polepatch.com)

1.03 Purpose. The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating and governing Pole Patch subdivision, an unrecorded subdivision, hereinafter referred to as the "Subdivision." The Project is established in accordance with the Declaration of Covenants, Conditions, and Restrictions for Pole Patch Landowners Association, Inc., and the plat for Pole Patch Landowners Association, Inc., a Planned Residential Unit Development as the same have or will be recorded in the official records of Weber County, State of Utah. The Project is situated upon that certain real property in Weber County, State of Utah., more particularly described in Exhibit "A," which is attached hereto and by this reference incorporated herein.

**ARTICLE II**

Definitions

2.01 Definitions. Except as otherwise provided herein or required by the context hereof, all terms defined in the Declaration of Covenants, Conditions and Restrictions for Pole Patch Landowners Association, Inc., hereinafter referred to as the "Declaration," shall have such defined meanings when used in these Bylaws.



\*W2789774\*

EN 2789774 PG 1 OF 16  
LEANN H KILTS, WEBER COUNTY RECORDER  
25-APR-16 830 AM FEE \$79.00 DEP DC  
REC FOR: BRICE PENROD (POLE PATCH HOA)

*ds*

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*Handwritten initials*

### ARTICLE III

#### Members

3.01 Members. All Owners, as the term is defined in the Declaration, of lots within the Project shall be Members of the Association and shall therefore be entitled to all of the rights and privileges granted to Members in the Declaration, the Articles of Incorporation of this Association, these Bylaws and applicable provisions of Utah Law.

3.02 Members of Record. Upon becoming an Owner of a Lot in the Project, each Owner shall promptly furnish to the Association a conforming copy of the fully executed deed or purchase contract which creates an ownership interest in such Owner in such Lot. Said copy shall be maintained in the records of the Association. The Association shall maintain a Register of Owners which shall be kept current and shall be used for all purposes as the official record of the Members 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 ninety (90) nor less than thirty (30) days prior to the meeting for determination of the official Members of the Association. 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 official records of the County Recorder of Weber County, State of Utah on such record date as the Owner of record of a Lot 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.

3.03 Annual Meeting. The annual meeting of Members shall be held in February of each year 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 any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting for the Members 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.

3.04 Special Meetings. Special meetings of Members for any purpose or purposes whatsoever, may be called at any time by the Board of Trustees upon either the vote of a majority of the Board of Trustees or receipt by the Board of Trustees of a written request signed by Members

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representing twenty percent (20%) or more of the total voting power of all Members other than Declarant under the Declaration. No special meeting may be held or called prior to the organization meeting. Except in special cases where other express provision is made by statute, these Bylaws or the Declaration.

Notice of such special meetings shall be given in the same manner as for annual meetings and may be given by any person or persons entitled to call such meeting. Notices of any special meetings shall specify in addition to the place, day, and hour of such meeting, the general nature of the business to be transacted (and no other business may be transacted).

If a special meeting is called by Members, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic Email or other facsimile transmission to the President, the Vice President, or the Secretary/Treasurer of the Association. The officer receiving the request shall cause notice to be promptly given of the date for such meeting, which date shall be not less than thirty (30) nor more than ninety (90) days following the receipt of the request. If the notice is not given within thirty (30) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in the paragraph shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board of Trustees.

3.05 Place of Meeting. Meetings of the Members shall be held at a suitable location in Weber County, State of Utah that is readily accessible at a reasonable cost to the largest possible number of Members.

3.06 Notice of Meeting. The Board of Trustees shall cause written or printed notices of the time, place, and purposes of all meetings of the Members (whether annual or special) to be delivered, not more than ninety (90) nor less than thirty (30) 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 United States mail addressed to the Member at his last registered address., with first class postage thereon prepaid. Each Member shall register with the Association such Member's current mailing address and email 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, the mailing address of the Member's Lot shall be deemed to be his registered address for purposes of notice hereunder.

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3.07 Quorum. At any meeting of the Members, the presence of Members holding, or holders of proxies entitled to cast, more than forty percent (40%) of the total votes of the Association shall constitute a quorum for the transaction of business. In the event a quorum is not present at a meeting, the Members present (whether represented in person or by proxy), though less than a quorum, may adjourn the meeting to a later date. Notice thereof shall be delivered to the Members as provided above. At the reconvened meeting, the Members and proxy holders present shall constitute a quorum for the transaction of business. In the event that less than one-third (1/3) of the total voting power of the Association is in attendance, in person or by proxy, at a meeting of the Members, only those matters, the general nature of which was given in the notice of the meeting, may be voted upon by the Members.

3.08 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 by all holders of such membership or their attorneys thereunto duly authorized 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.

3.09 Votes. With respect to each matter (except the election of Trustees) 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 or Lots 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. At each election of Trustees, each Member entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as shall equal the number of Trustees to be elected multiplied by the number of votes relating to his membership or by distributing such votes on the same principle among any number of candidates. The election of Trustees shall be secret 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 vote relating to their joint membership.

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3.10 **Informal Action by Members.** Any action, other than the election of Trustees, that is required or permitted to be taken at a meeting of the Members may be taken without a meeting and without prior notice if: (a) a written ballot is distributed to every Member entitled to vote setting forth the proposed action, providing an opportunity to signify approval or disapproval of the proposal and providing a reasonable time for the Member to return the ballot to the Association, (b) the total number of votes cast by ballot within the specified time period equals or exceeds the quorum required to be present at a meeting authorizing the action, (c) the number of approvals of the action equals or exceeds the number of votes required to approve the action at a meeting which the total number of votes cast was the same as the number of votes cast by written ballot, and (d) the written ballot distributed to Members of the Association affords an opportunity for the Member to specify a choice between approval and disapproval of each order of business that the vote of the Members shall be cast in accordance with the choice specified.

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

#### **Article IV**

##### **Board of Trustees**

4.01 **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 to a person or persons such of its duties, responsibilities, functions and powers as are properly delegable.

4.02 **Number, Tenure, and Qualifications.** The number of Trustees of the Association shall be seven (7). Each member shall serve a 3-year term of service with terms expiring on alternating years such that every year 2 or 3 member's terms expire. At each annual meeting the Members shall elect for three (3) year terms the appropriate number of Trustees to fill all vacancies created by expiring terms of Trustees. Trustees must be Members of the Association. The election of Trustees shall be subject to the following election procedures:

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(a) Notice of the meeting at which Trustees are to be elected shall set forth the number of Trustees to be elected by Members and shall call for nominations. Any Member entitled to vote at the meeting pursuant to the provisions of these Bylaws shall be eligible as a candidate or the position of Trustee. Nomination shall be made as set forth in Section 4.12.

4.03 Regular Meetings. The Board of Trustees may provide by resolution the time and place, within the State of Utah, for the holding of regular meetings. Notice of the time and place of regular meetings shall be posted on the website ([www.polepatch.com](http://www.polepatch.com)) not less than ten (10) days prior to the meeting.

4.04 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 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 ten (10) days prior thereto by written notice delivered personally, or e-mailed, or by text to each Trustee

4.05 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 at 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 Trustee shall act only as a Board and individual Trustee shall have no powers as such.

4.06 Compensation. No Trustee shall receive compensation for any service that he may render to the Association as a Trustee, provided, however that Trustees may be reimbursed for expenses incurred in performance of their duties as Trustees and, except as otherwise provided in these Bylaws, may be compensated for service rendered to the Association other than in their capacities as Trustees.

4.07 Registration of 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. The entire Board of Trustees or any individual Trustee may be removed from office, for or without cause, by the affirmative vote of two-thirds (2/3) of the total votes of the Association at a special meeting of the Members duly called for such purpose.

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4.08 Vacancies and Newly Created Trusteeships. If vacancies shall occur in the Board of Trustees by reason of the death, resignation, or disqualification of the 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.

4.09 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 notice is given in writing via text or email, setting forth the action so taken and the majority approves the action

4.10 Open Meetings. Regular and special meetings of the Board of Trustees shall be open to all Members of the Association provided, however, that Members who are not on the Board of Trustees may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of the quorum of the Board of Trustees. The Board of Trustees may, within the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become any and all business to be considered in executive session shall first be announced in open session.

4.11 Minutes of Meetings. A copy of the written minutes of any meeting of the Board of Trustees shall be prepared and made available to each Member of the Association within sixty (60) days after the adjournment of such meeting.

4.12 Nominating Committee. The President of the Association shall appoint a committee to select qualified candidates for election to the Board at least thirty (30) days before the date of the election, and the Secretary shall forward to each member with the Notice of Meeting required by Section 3.06. a list of candidates nominated, by office.

Members may nominate candidates to be a Trustee at any time. At the meeting to elect Trustees, any Member present at the meeting, in person or by proxy, may place names in nomination

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## **Article V**

### **Officers**

5.01 **Number.** Number of Board Members to be 7. The officers of the association shall be a president, a vice president, a secretary/Treasurer, and such other officers as may from time to time be appointed by the board of Trustees. Each such officer shall be a member of the association.

5.02 **Election, Tenure and Qualifications.** The officers of the association shall be chosen by the board of trustees. Officers may be chosen at any regular or any special meeting of the Board of Trustees. Each such officers shall hold their office until his successor shall have been chosen until his death or until his resignation 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 offices of the President, Vice President and Secretary/Treasurer shall each be held by separate individual members. No person holding two or more offices shall act or execute any instrument in the capacity of more than one office. The President shall be and remain a Trustee of the association during the entire term of office.

5.03 **Subordinate Officers.** The Board of Trustees may from time to time appoint such other officers and 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 delegate to any officer or agents 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.

5.04 **Resignation and Removal.** Any officer may resign at any time be delivering a written resignation to the President or to 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 upon a majority vote of the Trustees present at a duly convened called for that purpose.

5.05 **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.

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5.01 Number. Number of Board Members to be 7. The officers of the association shall be a president, a vice president, a secretary/Treasurer, and such other officers as may from time to time be appointed by the board of Trustees. Each such officer shall be a member of the association.

5.02 Election, Tenure and Qualifications. The officers of the association shall be chosen by the board of trustees. Officers may be chosen at any regular or any special meeting of the Board of Trustees. Each such officers shall hold their office until his successor shall have been chosen until his death or until his resignation 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 offices of the President, Vice President and Secretary/Treasurer shall each be held by separate individual members. No person holding two or more offices shall act or execute any instrument in the capacity of more than one office. The President shall be and remain a Trustee of the association during the entire term of office.

5.03 Subordinate Officers. The Board of Trustees may from time to time appoint such other officers and 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 delegate to any officer or agents 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.

5.04 Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or to 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 upon a majority vote of the Trustees present at a duly convened called for that purpose.

5.05 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.



5.06 The President. The President shall preside at meetings of the Board of Trustees and at meetings of the Members. The President shall sign on behalf of the Association all conveyances, mortgages, documents, and contracts, and shall do and perform all other acts that the Board of Trustees may require.

5.07 The Vice President. The Vice President shall act instead of the President in the event of the President's absence or inability to act and shall do and perform such other duties as the Board of Trustees may require.

5.08 The Secretary/Treasurer. The Secretary/Treasurer 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. The Secretary/Treasurer Shall review financial transactions subject to the action of the Board of Trustees, and shall 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, when requested by the President to do so. The Secretary/Treasurer shall do and perform such other duties as the Board of trustees may require.

## Article VI

### Committees

6.01 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 here-under shall include at least two (2) Trustees. No committee member shall receive compensation for services that he may render to the Association as a committee member; provided, however, that committee members may be reimbursed for expenses incurred in performance of their duties as committee members and, except as otherwise provided in these bylaws, may be compensated for services rendered to the Association other than in their capacities as committee members.

6.02 Proceedings of Committees. Each committee designated hereunder by the Board of Trustees may appoint its own presiding and recording officers and may meet at such places, within the State of Utah, and at such time 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.

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6.03 Quorum and Manner of Acting. At each meeting of any committee designated hereunder by the Board of Trustees, the presence of members constituting at least two-thirds (2/3) 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 member 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.

6.04 Resignation and removal. Any member of any committee designated here under by the Board of Trustees may resign at any time by delivering a written resignation either to the President, to the Board of Trustees, or to the presiding officer of the committee of 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 hereunder.

6.05 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, continue 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**

### **Indemnification**

7.01 Specific Indemnification. The Association shall indemnify any Trustee or officer or any former Trustee or officer of the Association or any person who may have served at the request of the Association as a trustee, director, or officer of another corporation or entity (whether for profit or not for profit), against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Trustee, director, or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

7.02 General Information. In addition to the specific indemnification provided for in Section 7.01 hereof, the Association shall indemnify all Trustees and officers, all former Trustees and officers of the Association, and all persons who may have served at the request of the

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Association, as Trustee, director or officer of another corporation or entity (whether for profit or not for profit), to the fullest extent permitted by Utah Law, as the same may hereafter be amended, modified, or adopted. The association, its officer and its Trustees shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification provided for in this Article VII shall not be deemed to be exclusive of any other right to which those indemnified, or seeking indemnification, may be entitled under any Bylaw, agreement, vote of the Members, vote of disinterested Trustees or otherwise.

7.03 Insurance. The Association may purchase and maintain, with funds from the Common Expense Fund referred to in the Declaration, Insurance on behalf of any person who was or is a Trustee or officer of the Association, or who was or is serving at the request of the Association as a Trustee, director, officer, employee or agent of another corporation or entity (whether for profit or not for profit), against any liability asserted against him or incurred by him in any such capacity arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under Utah Law, as the same may hereafter be amended, modified or adopted.

#### **Article VIII**

##### **Fiscal Year and Seal**

8.01 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January, and end on the 31st day of December.

#### **Article IX**

##### **Rules and Regulations**

9.01 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 Common Areas and Common Facilities, including streets and rights-of-way, within the Association, to the extent that such Rules and Regulations are not inconsistent with the rights and duties set forth in the Articles of Incorporation or the Declaration. Copies of all such Rules and Regulations adopted by the Board of Trustees and with copies of all amendments and revisions thereof shall be posted on the association website.

Association, as Trustee, director or officer of another corporation or entity (whether for profit or not for profit), to the fullest extent permitted by Utah Law, as the same may hereafter be amended, modified, or adopted. The association, its officer and its Trustees shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification provided for in this Article VII shall not be deemed to be exclusive of any other right to which those indemnified, or seeking indemnification, may be entitled under any Bylaw, agreement, vote of the Members, vote of disinterested Trustees or otherwise.

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## **Article X**

### Assessments

10.01 Assessments. Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration. Members shall be personally liable to the Association for payment of such assessments, together with interest thereon, and costs of collection as provided in the Declaration.

10.02 No Liability. Members of the Association shall not be individually or personally liable for debts or obligations of the Association.

## **Article XI**

### Reports and Corporate Records

11.01 Maintenance and Inspection of Corporate Records. The accounting books, records, and minutes of proceedings of the Members, the Board of Trustees and any committee (s) of the Board of Trustees shall be kept at such place or places designated by the Board of Trustees or, in the absence of such designation, the minutes shall be kept in written or typed form and the accounting books and minutes shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any Member, at any reasonable time during usual business hours, for a purpose reasonably related to the Member's interests as a Member. The inspection may be made in person or by an agent or attorney who has been authorized in writing by a Member to make such inspection and shall include the right to copy and make extracts.

The Board of Trustees shall establish reasonable rules with respect to: (a) Notice to be given to the custodian of records by the Member desiring to make the inspection; (b) Hours and days of the week when such an inspection may be made; and (c) Payment of the cost of reproducing copies of documents requested by a Member.

Each Trustee shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Trustee includes the right to make extracts and copies of documents.

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11.02 Annual Report to Members. The Association shall provide to the Trustees and make available to the Members the financial reports referred to in the Declaration as follows:

(a) A pro forma operating statement (budget) for each fiscal year shall be distributed to the Trustees and Members at the annual meeting.

(b) An annual report shall be distributed to the Trustees and made available to the Members within one hundred twenty (120) days after the end of each fiscal year, consisting of the following;

(i) a balance sheet as of the last day of the fiscal year:

(ii) an operating (income) statement for such fiscal year:

(iii) a statement of net changes in financial position for the Association during the fiscal year:

(iv) a statement of any transaction or transactions during the previous fiscal year involving more than \$5,000.00 individually or in the aggregate, in which any Trustee or officer of the Association had a direct or indirect material financial interest; and

(v) a list of the name, mailing address and telephone numbers of the current members of the board of Trustees and officers of the Association.

11.03 Roster of Members. The Association shall compile annually a roster of the names and addresses of the Members. Upon written request of a Member, the Association shall furnish such Member with a copy of the roster and may charge the Member a reasonable fee therefor. The roster is a corporate asset. Without the prior written consent of the Board of Trustees, the roster or any part thereof may not be used by a person for any purpose unrelated to a Member's interest as a Member. Without limiting the generality of the foregoing, without the prior written consent of the Board of Trustees, the roster or any part thereof may not be:

(1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the Members in an election to be held by the Association: or

(2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Association: or

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(2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Association: or

(3) Used for any commercial purpose or purpose in competition with the Association: or

(4) Sold to or purchased by any person. Any person who violated the provisions of this section shall be liable for any damage such violation causes the Association and shall account for and pay to the Association any profit derived as a result of said violation. In addition, a court, in its discretion, may award exemplary damages for a fraudulent or malicious violation of this section. Nothing in this section shall be construed to limit the right of the Association to obtain injunctive relief necessary to restrain misuse of the rooster. In any action or proceeding under this section, a court may award the Association reasonable costs and expenses. Including reasonable attorney's fees in connection with such action or proceedings.

## **Article XII**

### **Amendments**

12.01 Amendments. Except as otherwise provided in these Bylaw. In the Articles of Incorporation. The Declaration or in accordance with law, these Bylaws may be amended, altered or repealed and new Bylaws may be made and adopted by the Members upon the affirmative vote of the majority of the votes cast with respect to such matter either at an annual or special meeting of the Members at which a quorum is present, if the proposed amendment, alteration, repeal or new Bylaw is set forth in the notice of such meeting.

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## Exhibit A

A. Certain real property in the County of Weber, State of Utah, which is more particularly described as follows (the "Property"):

A part of the East one-half of Section 18, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S.

Survey:

BEGINNING at a point which is 1013.0 feet North 89°09'30" West, 671.75 feet South 1°56'30" West 746.0 feet South 24°29' West and 440.80 feet South 2°10'20" West from the Northeast corner of said Section 18 to the true point of beginning; running thence South 2°10'20" West 215.00 feet; thence South 0°57'50" West 1436.9 feet; thence North 89°14'20" East 590.0 feet; thence North 20°05' 1503.0 feet 77 o 48 '08" West 1098.56 feet to the point of beginning consisting of Lots , inclusive, Pole Patch No. 1, an unrecorded subdivision.

A part of the Northwest Quarter of Section 17 and the Northeast Quarter of Section 18, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at the North Quarter corner of said Section 17 and running thence South 0°06'40" East 2260.10 feet, thence North 83°44'30" West 457.80 feet, thence North 59°47' West 504.50 feet; thence North 83°27' West 2018.00 feet; thence South 20°05' West 258.00 feet to a point on the existing corp. limits of Pleasant View thence North 77°48'08" West 1098.56 feet along said existing corp. limits; thence North 2°10'20" East 440.80 feet; thence North 24°29' East 746.0 feet, thence North 1°56'30" East 671.75 feet to the Section line; thence South 89°09'30" East 3705.67 feet along said Section line to the point of beginning, consisting of Lots, inclusive, Pole Patch No. 2, an unrecorded subdivision.

B. The following Parcels are included in "A." above:

16-009-0004, 16-009-0012, 16-009-0037, 16-009-0038, 16-009-0039, 16-009-0040,  
 16-009-0041, 16-009-0042, 16-009-0043, 16-009-0044, 16-009-0045, 16-009-0046,  
 16-009-0047, 16-009-0048, 16-009-0049, 16-009-0050, 16-009-0051, 16-009-0052,  
 16-009-0053, 16-009-0054, 16-009-0055, 16-009-0056, 16-009-0057, 16-009-0070,  
 16-012-0005, 16-012-0028, 16-012-0038, 16-012-0039, 16-012-0040, 16-012-0041,  
 16-012-0042, 16-012-0043, 16-012-0045, 16-012-0046, 16-012-0047, 16-012-0048,  
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 16-009-0047, 16-009-0048, 16-009-0049, 16-009-0050, 16-009-0051, 16-009-0052,  
 16-009-0053, 16-009-0054, 16-009-0055, 16-009-0056, 16-009-0057, 16-009-0070,  
 16-012-0005, 16-012-0028, 16-012-0038, 16-012-0039, 16-012-0040, 16-012-0041,  
 16-012-0042, 16-012-0043, 16-012-0045, 16-012-0046, 16-012-0047, 16-012-0048,  
 16-012-0049, 16-012-0072, 16-012-0090, 16-012-0091,

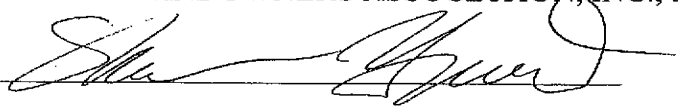
16-009-0003, 16-009-0058

*all*

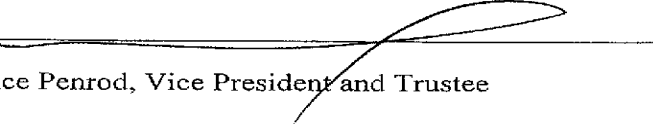
*ds*

IN WITNESS WHEREOF, the undersigned President and Vice President hereby certify and declare that these Bylaws of POLE PATCH LANDOWNERS ASSOCIATION, INC., were duly presented to and adopted by the Board of Trustees of POLE PATCH LANDOWNERS ASSOCIATION, INC. at a meeting of said Board duly called, convened and held on the 8<sup>th</sup> day of March, 2016 and that the undersigned, being duly authorized by a resolution of the Board of Trustees, hereby execute these Bylaws this 16<sup>th</sup> day of April, 2016.

POLE PATCH LANDOWNERS ASSOCIATION, INC., a Utah nonprofit corporation.

By 

Shawn Maynard, President and Trustee

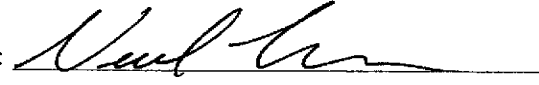
By 

Brice Penrod, Vice President and Trustee

NOTARY PUBLIC

STATE OF UTAH, WEBER COUNTY

The foregoing instrument was acknowledged before me this 04/23/2016 (date) by the persons listed above.

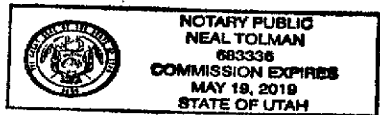
By: 

Notary Public

Printed Name: Neal Tolman


My Commission Expires:

05/19/2019

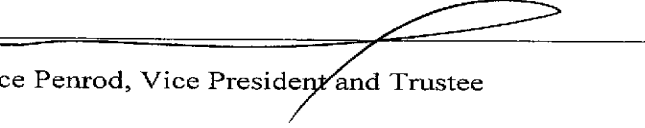


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By 

Shawn Maynard, President and Trustee

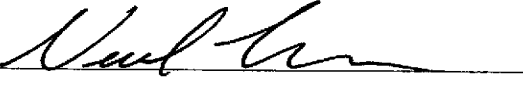
By 

Brice Penrod, Vice President and Trustee

**NOTARY PUBLIC**

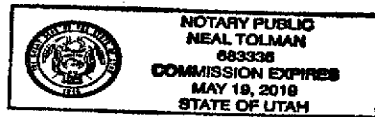
STATE OF UTAH, WEBER COUNTY

The foregoing instrument was acknowledged before me this 04/23/2016 (date) by the persons listed above.

By: 

Notary Public

Printed Name: Neal Tolman



My Commission Expires:

05/19/2019