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ERNEST D ROWLEY, WEBER COUNTY RECORDER
23-DEC-13 910 AM FEE \$111.00 DEP TDT
REC FOR: MEADOWS AT WEST HAVEN HOA

WHEN RECORDED RETURN TO:
VIAL FOTHERINGHAM LLP
602 East 300 South
Salt Lake City, UT 84102

THE BYLAWS

OF

**THE MEADOWS AT WEST HAVEN
HOME OWNERS ASSOCIATION, INC.**

BYLAWS
OF
THE MEADOWS AT WEST HAVEN

A Utah Nonprofit Corporation

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et. seq. (as amended from time to time, the "Act") the following Bylaws are hereby adopted as the Bylaws of The Meadows at West Haven, a Utah nonprofit corporation. These Bylaws are authorized by and are supplement to the **Declaration of Covenants, Conditions and Restrictions for The Meadows at West Haven** which is recorded in the official records of Weber County, Utah (the "Declaration").

ARTICLE 1

NAME AND PRINCIPAL OFFICE

1.1 Name. The name of the nonprofit corporation is **The Meadows at West Haven** (hereinafter referred to as the "Association")

1.2 Offices. The initial principal office of the Association shall be at 5730 South 1475 East, South Ogden, Utah, 84403.

ARTICLE 2

MEETINGS OF MEMBERS

2.1 Annual Meetings. The annual meeting of members shall be held on the first Wednesday of September each year at 7:00 p.m., or at such other day and time as the Board of Directors shall fix by resolution. If the election of Directors shall not be held on the day designated herein for the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members to be convened as soon thereafter as may be convenient.

2.2 Special Meetings. Special meetings of the members may be called by the Board of Directors, the President or upon the written request of members holding not less than THIRTY-THREE PERCENT (33%) of the total votes of the Association, such written request to state the purpose or purposes of the meeting and to be delivered to the Board of Directors or the President.

2.3 Place of Meetings. Meetings of the Association shall be held at the common area of the Association or at such other suitable place as may be designated by the Board of Directors and stated in the notice of the meeting.

2.4 Notice of Meetings. The Board of Directors 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 TWENTY (20) nor less than SEVEN (7) 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 maybe 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.

2.5 Quorum. At any meeting of the members, the presence of members holding, or holder of proxies entitled to cast, at least twenty-five percent (25%) 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 participating in person or by proxy at said meeting may adjourn the meeting to a date no less than five (5) and no more than fifteen (15) days from the date of the originally scheduled meeting. The officers or directors shall provide notice of the new meeting time to all members in the manner prescribed for regular meetings. At the reconvened meeting, a quorum shall be established with the presence of, in person or by proxy, no less than ten percent (10%) of the total votes of the association.

2.6 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 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 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.

2.7 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(s) of such member. 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 Directors shall be by secret ballot. If a membership is jointly held, all or any holders thereof may attend each meeting of the members. Where membership is jointly held by more than one person, such holders must act unanimously to cast the votes relating to such membership.

2.8 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 is made at the meeting.

2.9 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 of the members entitled to vote with respect to the subject matter thereof.

2.10 Action by Written Ballot. Any action that may be taken by a meeting may also be taken by the Association delivering a ballot to every member entitled to vote. An action by written ballot shall pass if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equal or exceeds the number of votes that would be required to approve the action at a meeting. Any solicitation of votes by written ballot must (1) indicate the number of responses needed to meet quorum requirements; (2) state the percentage of approvals necessary to approve each matter; (3) specify the time by which the Association must receive the ballots to be counted; and be accompanied by sufficient written information so that the member can reach an informed decision on the matter.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers. The property, affairs and business of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all of the powers of the Association, except such powers as are by the Act, the Declaration, the Articles of Incorporation, or by these Bylaws solely in the members and/or the Declarant. The Board of Directors may by written contract delegate, in whole or in part, to a professional management organization or person such of its duties, functions and powers as are properly delegable.

3.2 Number, Tenure and Qualifications. The number of Directors of the Association shall be three (3) and the number of Directors on the Board may only be changed by the approval of sixty-seven percent (67%) of the votes cast at a meeting of the members at which a quorum is present. The initial Board of Directors appointed by Declarant shall serve until new Directors have been elected at the first annual meeting of the members. At the first annual meeting of the members, three (3) new Directors shall be elected, one to the term of one (1) year, one to a term of two (2) years, and one to a term of three (3) years. Each Director elected thereafter shall serve for a term of three (3) years, so that each year one Director shall be elected.

3.3 Regular Meetings. The regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place reasonable convenient to the Directors, as the place for holding any special meeting of the Board of Directors call 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 Director at his registered address. 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. Any Director may waive notice of a meeting.

3.5 Quorum and Manner of Acting. A majority of the then authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act

of the Board of Directors. The Directors shall act only as Committee, and individual Directors shall have no powers as such.

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

3.7 Resignation and Removal. A Director may resign at any time by delivering a written resignation to either the President or the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any Director, except a Director appointed by the Declarant, may be removed at any time, for or without cause, by the affirmative vote of two-thirds of the total votes that are cast at a special meeting of the members duly called for that purpose at which a quorum is present.

3.8 Vacancies and Newly Created Directorships. If vacancies shall occur in the Board of Directors by reason of the removal, death, resignation or disqualification of a Director (other than a Director appointed by Declarant), the Directors then in office shall continue to act, and such vacancies shall be filled by a vote of the members at a special meeting called for such purpose or at the next annual meeting. If the authorized number of Directors shall be increased, such newly created Directorships shall be filled by election of the members at a special meeting or annual meeting of the members. If vacancies shall occur in the Board of Directors by reason of death, resignation or removal of a Director appointed by the Declarant, such vacancies shall be filled by appointments to be made by the Declarant. Any Director elected or appointed hereunder to fill a vacancy shall serve the unexpired term of his predecessor or for the term of the newly created Directorship, as the case may be.

3.9 Informal Action by Directors. Any action that is required or permitted 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 action so taken, shall be signed by all of the Directors.

ARTICLE 4

OFFICERS

4.1 Officers. The officers of the Association shall be a President, a Secretary and a Treasurer. The Association may also have such other officers as may from time to time be appointed by the Board of Directors.

4.2 Election, Tenure and Qualifications. The officers of the Association shall be chosen by the Board of Directors annually at the regular annual meeting of the Board of Directors. In the event of failure to choose officers at such regular annual meeting of the Board of Directors, officers may be chosen at any regular or special meeting of the Board of Directors. Each officer shall hold his office until the next ensuing regular annual meeting of the Board of Directors 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 shall be and remain a Director of the Association during the entire term of his or her respective office. No other officer need be a Director.

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

4.4 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 Directors at any regular or special meeting.

4.5 Compensation. An officer may receive compensation for services that he may render to the Association as an officer if approved by the Board of Directors.

ARTICLE 5

ARCHITECTURAL CONTROL COMMITTEE

5.1 Architectural Control Committee. In order to create, maintain and improve the Project as a pleasant and desirable environment, to establish and preserve a harmonious design for the community and to protect and promote the value of the Property, all exterior design, landscaping and changes or alternations to existing use, landscaping and exterior design and development shall be subject to design review by the Board of Directors which shall also act as the Architectural Control Committee (the "Committee").

(a) Powers. The Committee is hereby authorized to perform (or to retain the services of one or more consulting architects, landscape architects, or urban designers, who need not be licensed to practice in the State of Utah, to advise and assist the Committee in performing) the design review functions prescribed in this Declaration and the Association's Bylaws and to carry out the provisions set forth therein. In the event of the violation of any of the provisions of this Declaration, the Architectural Control Committee is authorized and empowered to take such action as may be necessary to restrain or enjoin the violations of applicable governmental codes and regulations and these covenants. All costs, including attorneys' fees, of such enforcement shall be borne by the Owners who are in violation of this Declaration.

5.2 Designation of Committees. The Board of Directors may from time to time by resolution designate such other committees as it may deem appropriate in carrying out its duties, responsibilities, functions and powers. The membership to each such committee designated hereunder shall include at least one (1) Director. 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 or expenses incurred in performance of his duties as a committee member to the extent that such expenses are approved by the Board of Directors 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.

ARTICLE 6

RULES AND REGULATIONS

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

ARTICLE 7

AMENDMENTS

7.1 Amendments. Except as otherwise provided by law, these Bylaws may be amended, altered or repealed and new bylaws may be made and adopted only as set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Association hereby approves these Bylaws and adopts the same as Bylaws of the Association as of the 11 day of March, 2008. 2010

THE MEADOWS AT WEST HAVEN

Linda Cooper
Hui Lyta
Att. [Signature]

By:

Its:

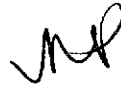
EXHIBIT A

Parcel Numbers and Legal Descriptions

(86 TOTAL LOTS)

MEADOWS AT WEST HAVEN PHASE 1, (THE) A PUD, WEST HAVEN CITY, WEBER COUNTY,
UTAH. LOTS 1A THRU 43B (42 Lots)

Parcel Numbers: 08-427-0001 THRU 08-427-0042



THE MEADOWS AT WEST HAVEN PHASE 2, A PUD. LOTS 44A THRU 87D (26 Lots)

Parcel Numbers: 08-443-0001 THRU 08-443-0026



MEADOWS AT WEST HAVEN PHASE 2, A PUD, (THE) WEST HAVEN CITY, WEBER COUNTY,
UTAH. LOTS 56A THRU 73B (18 Lots)

Parcel Numbers: 08-444-0001 THRU 08-444-0018

