

BYLAWS  
OF  
POWDERHORN LODGE CONDOMINIUM ASSOCIATION, INC.

**ARTICLE 1.**  
**DEFINITIONS**

1.01 Declaration.

As used herein "Declaration" means the Declaration of Condominium for Powderhorn Lodge Condominium Project, #7608008 dated 3/31/2000, recorded in the Official Records of Salt Lake County, Utah.

1.02 Other Definitions.

Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Declaration.

1.03 Board of Directors.

The terms Board of Directors and Management Committee shall have the same meaning.

**ARTICLE 2.**  
**OFFICES**

The Association is a Utah nonprofit corporation, with its principal office located 12090 East Big Cottonwood Canyon Road, Solitude, Utah 84121. The Association may also have offices and may carry on its purposes at such other places within and outside the State of Utah as the Board of Directors may from time to time determine.

**ARTICLE 3.**  
**RULES OF CONDUCT**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association's meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Association may adopt.

**ARTICLE 4.**  
**OWNER VOTING, QUORUM AND PROXIES**

4.01 Voting.

Owner's votes shall be allocated as set forth in Section 5.01 of the Declaration.

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RASHELLE HOBBS  
RECORDER, SALT LAKE COUNTY, UTAH

ADAM PETERS, PROPERTY MANAGER  
PO BOX 712079  
SLC UT 84121  
BY: BRH, DEPUTY - WJ 9 P.

4.02 Quorum.

Except as otherwise required by law or the Articles, the presence in person or by proxy of Owners entitled to vote more than 20 percent of the total votes of the Owners shall constitute a quorum.

4.03 Proxies.

Owners may vote in person or by proxy. The Owner or duly authorized attorney-in-fact must execute each proxy in writing. Any owner or duly authorized attorney-in-fact is limited to a maximum of six proxies. Such proxy or proxies shall be filed with the property manager of the Association before the meeting is called to order. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy.

4.04 Majority Vote.

At any meeting of the Owners, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, in person or by proxy, shall be the act of the Owners, unless the vote of a greater number is required by law, the Articles, the Declaration or these Bylaws.

**ARTICLE 5.**  
**OWNERS ADMINISTRATION**

5.01 Annual Meeting.

The purpose of the meeting shall be to elect Directors, approve the following year's budget and transact other such business as may come before the meeting. Beginning with the year 2016, the Annual Owners Meeting shall be held each year in the month of August on a date, place and time agreed upon by the Owners present at the previous Annual Owners Meeting in accordance with paragraph 5.03. Should a change of date, time or place become necessary, the Board of Directors will notify Owners as soon as possible but not later than ninety (90) days before the previous date. The new date, place and time of the meeting shall be agreed to by at least 20 percent (or the required percent for transacting the purpose of the meeting) of all Owners entitled to vote.

5.02 Special Meetings.

Special meetings of the Owners, for any purpose, unless otherwise prescribed by statute, may be called by the president, by a majority of the Directors or by the president at the request of Owners entitled to vote 20 percent or more of the total votes of all Owners. The date, place and time of the meeting shall be agreed to by at least 20 percent (or the required percent for transacting the purpose of the meeting) of all Owners entitled to vote. The place shall be selected in accordance with paragraph 5.03.

5.03 Place of Meetings.

The Owners present at the previous Annual Owners Meeting shall agree upon the place for the next Annual Owners Meeting. The location may be the Association's principal offices or any place within Salt Lake County, Utah. Special owner meetings shall be held at the Association's principal offices or any place within Salt Lake County, Utah.

5.04 Notice of Meetings.

Formal written notice of any meeting of the Owners, stating the place, day, hour and purpose(s) of the meeting, shall be delivered personally or by mail to each Owner entitled to vote at such meeting not less than ten, nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Owner at his address as it appears in the office of the Association, with postage thereon prepaid. For the purpose of determining Owners entitled to notice of or to vote at any meeting of the Owners, the Board of Directors may set a record date for such determination of Owners, in accordance with the laws of the State of Utah. If requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at the expense of the Association.

5.05 Informal Action by Owners.

Any action required or permitted to be taken at a meeting of the Owners may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Owners entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Owners.

**ARTICLE 6.**  
**BOARD OF DIRECTORS ADMINISTRATION**

6.01 Number and Election of Directors.

An amendment to the Declarations as recorded in Salt Lake County Recorder's Office, states the number of Directors shall be seven (7). Directors shall be appointed, elected and removed as set forth in Article VI of the Declaration.

6.02 Management of the Association.

The Board of Directors shall manage the business of the Association as set forth in Article VI of the Declaration.

6.03 Officers and Agents of the Board of Directors

The Officers of the Association's Board of Directors shall be a president, one or more vice presidents, a secretary and a treasurer (all of whom shall be chosen from among the Directors). The Board of Directors may appoint such other officers, assistant officers, committees and agents, including assistant secretaries and assistant treasurers, as they may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. One

person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such Officer, agent or employee shall follow the orders and instructions of the president.

6.04 President.

The president shall be the chief officer of the Association. The president shall preside at all meetings of the Association and of the Board of Directors. The president shall have the general and active control of the affairs and business of the Association and general supervision of its officers, agents and employees. The president of the Association is designated as the Officer with the power to prepare, execute, certify and record amendments to the Declaration on behalf of the Association.

6.05 Vice Presidents.

The vice presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the Board of Directors. In the absence of the president, the vice president designated by the Board of Directors or (if there be no such designation) designated in writing by the president, shall have the powers and perform the duties of the president. If no such designation shall be made, all vice presidents may exercise such powers and perform such duties.

6.06 Secretary.

The secretary shall:

- (a) Keep the minutes of the proceedings of the Owners meetings and the Board of Directors meetings.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws, the Declaration and as required by law.
- (c) Shall be responsible for the maintenance of the corporate records held by the Association's manager at the Association's principal office.
- (d) Keep at the Association's principal offices a record containing the names and registered addresses of all Owners, the designation of the Unit owned by each Owner, and, if such Unit is mortgaged, the name and address of each Mortgagee.
- (e) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

6.07 Treasurer.

The treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Association and shall deposit the same in accordance with the instructions of the

Board of Directors. The treasurer or property manager as designated by the treasurer shall receive and give receipts and acquittances for moneys paid in on account of the Association, and shall pay out of the funds on hand all bills, payrolls and other just debts of the Association of whatever nature upon maturity. The treasurer or property manager as designated by the treasurer shall perform all other duties incident to the office of the treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. On an annual basis, the Treasurer shall be responsible for conducting an independent financial review and report to the Board. Should the review discover any discrepancies, then a full financial audit shall be conducted and reviewed by the Board. The treasurer shall, if required by the Board of Directors, give the Association a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of his duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

6.08 Removal of Officers.

The Board of Directors may remove any Officer, either with or without cause by an affirmative vote of a majority of the Directors then in office. They shall elect a successor from the standing Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose. The Officer removed may remain a Director.

6.09 Vacancies.

Any Director may resign at any time by giving written notice to the president or to the secretary of the Association. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy, however occurring, shall be filled by the affirmative vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall hold office until they or their successor is officially elected at the next Annual Meeting of the Owners.

**ARTICLE 7.**  
**BOARD OF DIRECTORS MEETINGS**

7.01 Regular Meetings.

Regular meetings of the Board of Directors may be held without call or formal notice to the Owners. The meetings may be held at such places within or outside the State of Utah, or by telephone provided that each Director can hear every other Director, and at such times as the Board of Directors from time to time by vote may determine. Any Association business, not requiring Owner approval, may be transacted at a regular meeting. The regular meeting of the Board of Directors for the election of Officers and for such other business as may come before the meeting may be held without call or formal notice immediately after, and at the same place as, the Annual Meeting of Owners, or at any Special meeting of Owners at which a Board of Directors is elected.

7.02 Special Meetings.

Special meetings of the Board of Directors may be called by the president, or by two or more Directors. The meeting may be held at any place within or outside the State of Utah, or by telephone provided that each Director can hear every other Director, at any time. Directors must be given at least three (3) days prior notice of the time and place thereof. Such notice shall be delivered in person, by prepaid mail, telephone, or email to such Director's residence, usual place of business, or email address as their information appears on the books of the Association. Notices need not state the purposes of the meeting and notice of any adjourned meetings of the Directors shall not be required.

7.03 Quorum, Voting and Proxies.

A majority of the number of Directors as defined by these bylaws and the Declarations shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the Directors in attendance shall, except where a larger number is required by law, by the Articles or by these Bylaws, decide any question brought before such meeting. Each Director is entitled to one vote and proxies are not permitted.

7.04 Waiver of Notice.

Before, at or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

7.05 Actions taken by Directors without a Meeting.

Any action required or permitted to be taken at a meeting of the Directors may be decided upon without a meeting if a consent in writing or by email, setting forth the action to be taken, shall be signed or acknowledged by all of the Directors entitled to vote with respect to the subject matter thereof. Actions decided upon by email vote shall adhere to the standing Email Policy. All such actions shall be added to the minutes of the next regular meeting.

**ARTICLE 8.**  
**EVIDENCE OF OWNERSHIP, REGISTRATION OF**  
**MAILING ADDRESS AND LIEN HOLDERS**

8.01 Proof of Ownership.

Any person on becoming an Owner shall furnish to the Association a photocopy or a certified copy of the recorded instrument vesting that person with an ownership interest in the Unit. Such copy shall remain in the files of the Association. An Owner shall not be deemed to be in good standing and shall not be entitled to vote at any annual or special meeting of Owners unless this requirement is first satisfied.

8.02 Registration of Mailing Address.

If two or more Owners own a Unit, such Owners shall designate one address as the registered address required by the Declaration. The registered address of an Owner or Owners shall

be furnished to the secretary of the Association within ten days after transfer of title, or after a change of address. Such registration shall be in written form and signed by all of the Owners of the Unit or by such persons as are authorized to represent the interests of all Owners of the Unit. If no address is registered or if all of the Owners cannot agree, then the address of the Unit shall be deemed the registered address of the Owner(s), and any notice shall be deemed duly given if delivered to the Unit.

8.03 Liens.

Any Owner who mortgages or grants a deed of trust covering his Unit shall give the Association written notice of the name and address of the Mortgagee and shall file true, correct and complete copies of the note and security instrument with the Association.

8.04 Address of the Association.

The address of the Association shall be 12090 East Big Cottonwood Canyon Rd., Solitude, Utah 84121. Such address may be changed from time to time upon written notice to all Owners and all listed Mortgagees.

**ARTICLE 9.**  
**SECURITY INTEREST IN MEMBERSHIP**

Owners shall have the right irrevocably to constitute and appoint a Mortgagee their true and lawful attorney-in-fact to vote their Membership in the Association at any and all meetings of the Association and to vest in the Mortgagee any and all rights, privileges and powers that they have as Owners under the Articles and these Bylaws or by virtue of the Declaration. Unless otherwise expressly provided in such proxy, such proxy shall become effective upon the filing of notice by the Mortgagee with the secretary of the Association. A release of the Mortgage covering the subject Unit shall operate to revoke such proxy. Nothing herein contained shall be construed to relieve Owners, as mortgagors, of their duties and obligations as Owners or to impose upon the Mortgagee the duties and obligations of an Owner.

**ARTICLE 10.**  
**AMENDMENTS**

10.01 By Directors.

Except as limited by law, the Articles, the Declaration or these Bylaws, the Board of Directors shall have power to make, amend and repeal the Bylaws of the Association at any regular meeting of the Board of Directors or at any special meetings called for that purpose at which a quorum is represented. If, however, the Owners shall make, amend, or repeal any Bylaw, the Directors shall not thereafter amend the same in such manner as to defeat or impair the object of the Owners in taking such action.

10.02 Owners.

Subject to any rights conferred upon First Mortgagees in the Declaration, the Owners may, by the vote of the holders of at least 67 percent of the votes of the Owners, unless a greater percentage is expressly required by law, the Articles, the Declaration or these Bylaws, make, alter, amend or repeal the Bylaws of the Association at any annual meeting or at any special meeting called for that purpose at which a quorum shall be represented.

**ARTICLE 11.**  
**MISCELLANEOUS**

11.01 Fiscal Year.

The fiscal year of the Association shall be established, or from time to time changed, by the Board of Directors.

11.02 Other Provisions.

The Declaration contains certain other provisions relating to the administration of the Condominium Project which provisions are hereby incorporated herein by reference.

The original bylaws were amended and approved by the Powderhorn Homeowners Board of Directors on July 21, 2016.

  
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J. Gregory Shields  
President, Board of Directors  
Powderhorn Homeowners Association

**Amendments and Revisions**

- **7.21.16—Major overhaul**
- **4.21.21—Amendment to 6.07**
  - On an annual basis, the Treasurer shall be responsible for conducting an independent financial review and report to the Board. Should the review discover any discrepancies, then a full financial audit shall be conducted and reviewed by the Board.

  
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J. Gregory Shields  
President, Board of Directors  
Powderhorn Homeowners Association

7/21/2021  
Date



# Acknowledgment

State of Utah )


County of <sup>§</sup> SALT LAKE )

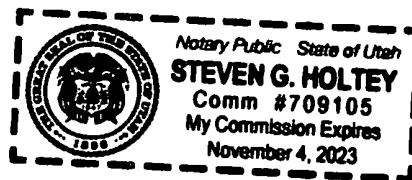
On this 21 day of July, in the year 2021, before me, STEVEN HOLTEY a notary  
date month year notary public name

public, personally appeared GREG SHIELDS, proved on the basis of satisfactory  
name of document signer

evidence to be the person(s) whose name(s) (is/are) subscribed to this instrument, and acknowledged  
(he/she/they) executed the same.

Witness my hand and official seal.

  
(notary signature)



(seal)