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SHERYL L. WHITE, DAVIS CNTY RECORDER
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REC'D FOR PHEASANTBROOK HOMEOWNERS ASSOC

BY-LAWS
OF

PHEASANTBROOK HOMEOWNERS ASSOCIATION

PERTAINING TO THE

DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF THE

PHEASANTBROOK PLANNED UNIT DEVELOPMENT

(Part I through Part VIII)

The attached By-Laws of the Pheasantbrook Homeowners Association pertaining to the Planned Unit Development as defined in the "Declaration of Covenants, Conditions, and Restrictions of the Pheasantbrook Planned Unit Development (Part I)," executed and acknowledged by Declarant on the 24th day of March, 1975 and filed for record in the office of the County Recorder of Davis County, Utah, concurrently with the filing of the plat of said development and to the subsequent additions thereto of Parts II, III, IV and V, as consolidated in the Declaration of Covenants, Conditions, and Restrictions of the Pheasantbrook Planned Unit Development (Part V), Executed and acknowledged by Declarant on the 23rd day of March, 1977 and filed for record as Entry number 457046 in Book 641, at Page 248, (Part VI) dated July 22, 1977 and recorded July 22, 1977 as Entry No. 468041 in Book 660, beginning at Page 138, (Part VII) dated January 22, 1978 and recorded February 22, 1978 as Entry No. 487258 in Book 692, beginning at Page 561 and (Part VIII) dated January 5, 1979 and recorded January 17, 1979 as Entry No. 520581 in Book 749, beginning at Page 488; all of the official records in the office of the County Recorder of Davis County, Utah, were duly adopted by the Board of Directors of said Planned Unit Development and endorsed and adopted by the members of the Homeowners association at a meeting duly called for that purpose on January 21, 1999.

DATED this 18th day of February 1999.

Jay A. Meservy
Jay A. Meservy
President of the Board of Directors
Pheasantbrook Homeowners Association

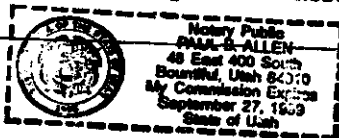
ACKNOWLEDGMENT

Personally appeared before me, Jay A. Meservy, who, being first duly sworn, acknowledged he is the President of the Pheasantbrook Homeowners Association, that he has the authority to execute this declaration of By-laws and that he did execute this declaration on behalf of the said Homeowners Association.

DATED this 18th day of February 1999.

Raul B. Allen
NOTARY PUBLIC

My Commission Expires: _____ Residing at: Bountiful UT



144 (old)
-24 - I
-48 II
-40 III
-52 IV
-64 V
-72 VI
-92 VII
-124 VIII
-144 IX
-034-0165 thru 0092
-036-0125 thru 0144
-038-0025 thru 0040
0049-0064

BY-LAWS
OF
PHEASANTBROOK HOMEOWNERS ASSOCIATION
PERTAINING TO THE
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF THE
PHEASANTBROOK PLANNED UNIT DEVELOPMENT
(Part I through Part VIII)

I. NAME AND LOCATION

1. Name. The name of the corporation is Pheasantbrook Homeowners Association, hereinafter referred to as the "Association."
2. Principal Office. The principal office of the Association shall be located at Centerville, Utah but meetings of the Members and directors may be held at such places within the county of Davis, State of Utah, as may be designated by the Board of Directors.

II. DEFINITIONS

When used in these By-Laws the following terms shall have the meaning indicated:

1. Articles shall mean and refer to the Articles of Incorporation of Pheasantbrook Homeowners Association.
2. Association shall mean and refer to Pheasantbrook Homeowners Association, a Utah-nonprofit corporation which is organized by the filing of the Articles.
3. Member shall mean and refer to every person who holds membership in the Association.
4. Property shall mean and refer to the tract of real property situated in Davis County, State of Utah, and particularly described in the Articles.
5. Declaration shall mean and refer to the instrument entitled "Declaration of Covenants, Conditions, and Restrictions of Pheasantbrook Planned Unit Development (Part I)," executed and acknowledged by Declarant on the 24th day of March, 1975 and filed for record in the office of the County Recorder of Davis County, Utah, concurrently with the filing of the plat of said development and to the subsequent additions thereto of Parts II, III, IV and V, as consolidated in the Declaration of Covenants, Conditions, and Restrictions of the Pheasantbrook Planned Unit Development (Part V), Executed and acknowledged by Declarant on the 23rd day of March, 1977 and filed for record as Entry number 457046 in Book 641, at Page 248, (Part VI) dated July 22, 1977 and recorded July 22, 1977 as Entry No. 468041 in Book 660, beginning at Page 138, (Part VII) dated January 22, 1978 and recorded February 22, 1978 as Entry No. 487258 in Book 692, beginning at Page 561 and (Part VIII) dated January 5, 1979 and recorded January 17, 1979 as Entry No. 520581 in Book 749, beginning at Page 488; all of the official records in the office of the County Recorder of Davis County, Utah.

6. Lot shall mean and refer to any of the 144 separately numbered and individually described parcels of land shown on the recorded Plat.

7. Common Areas shall mean and refer to that part of the Property which is not included within the Lots, including all improvements other than utility lines now or hereafter constructed or located thereon.

8. Living Unit shall mean and refer to a structure which is designed and intended for use and occupancy as a single-family residence, together with all improvements located on the Lot concerned which are used in conjunction with such residence.

9. Owner shall mean and refer to the person who is the owner of record (in the office of the County Recorder of Davis County, Utah) of a fee or an undivided fee interest in any Lot. Notwithstanding any applicable theory relating to a mortgage, deed of trust, or like instrument, the term Owner shall not mean or include a mortgage or a beneficiary or trustee under a deed of trust unless and until such party has acquired title pursuant to foreclosure or any arrangement or proceeding in lieu thereof.

III. MEETING OF MEMBERS

1. Annual Meeting. The annual meeting of the Members shall be held on the third Thursday of January of each year. The time of the meeting shall be 7:30 p.m. The purpose of the annual meeting shall be the election of the directors, approval of annual budget and the transaction of such other business as may come before the Members. If the election of directors is not filled on the day designated herein for the annual meeting, the Board of Directors shall cause such election to be held at a special meeting of the Members as soon thereafter as is convenient.

2. Special Meetings. A special meeting of the Members for any purposes may be called by the President, by the Board of Directors, or upon written request of the Members who are entitled to vote of one-fourth (1/4) of all of the votes of the membership.

3. Place of Meeting. The Board of Directors may designate any place within Davis County, Utah as the place for any annual meeting or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the Association Clubhouse at 21 West Pheasantbrook Drive, Centerville, Utah.

4. Notice of Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, or if there is a proposal to increase the maximum monthly assessment or a proposal for a special assessment to be considered at the annual meeting, the purpose or purposes for which the meeting is called, shall be given to all Members at least ten (10) but not more than thirty (30) days prior to the meeting date. Such notice shall be deemed to have been properly furnished if mailed postage prepaid within the required time period to the person who appears as a Member, at the latest address for such person appearing in the records of the Association at the time of mailing.

5. Quorum. Except as otherwise provided in the Articles, in the Declaration, or by law, those Members present in person or by proxy shall constitute a quorum at any meeting of the Members.

6. Proxies. At any meeting of the Members a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. All proxies shall be filed with the secretary of the Association before or at the time of the meeting. Unless otherwise provided therein no proxy shall be valid after eleven months from the date of its execution.

7. Cumulative Voting and Plurality Election. At each election for directors the vote attributable to a Lot may be accumulated by the Member by giving one candidate as many votes as the number of the directors to be elected, or by distributing his/her vote among any number of candidates. A plurality shall be sufficient for the election of a candidate.

8. Necessary Vote. Except as concerns the election of directors and except with respect to those proposals which under the Articles, under the Declaration, or by law require a greater proportion for adoption, the affirmative vote of a majority of all those members present in person or represented by proxy shall be sufficient for the adoption of any matter voted on by the Members.

IV. BOARD OF DIRECTORS

1. Number, Tenure and Qualifications. The affairs of the Association shall be managed by a Board of Directors composed of five (5) individuals. Each Director shall hold office for a term of three (3) years. At each annual meeting one (1) or two (2) Directors shall be elected depending on the number of Directors whose terms expire as of that year. Any change in the number of Directors may be made only by amendment of the Articles of Incorporation and these By-Laws. Each Director shall hold office until his term expires and until his successor has been duly elected and qualifies.

2. Initial Board. The persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Sterling D. Murray	859 N. Pheasantbrook Circle Centerville, Utah 84014	<u>January 2000</u>
Jay A. Meservy	210 W. Pebblewood Lane Centerville, Utah 84014	<u>January 2001</u>
Jan Wittner	180 W. Pebblewood Lane Centerville, Utah 84014	<u>January 2000</u>
Thomas Day	137 W. Lakeside, Centerville, Utah 84014	<u>January 2001</u>
Richard Brough	61 W. Pheasantbrook Drive Centerville, Utah 84014	<u>January 2002</u>

3. Compensation. The Board may provide by resolution that the Directors shall be paid their expenses, if any, of attendance at each meeting of the Board. Directors shall not be paid any salary or other compensation for their services as Directors and shall not receive directly or indirectly any other profit or pecuniary advantage by virtue of their status as Directors.

4. Action Taken Without a Meeting. The 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 taken shall have the same effect as though taken at a meeting of the Directors.

V. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Areas, and personal conduct of the Members and their guests thereon, and establish penalties for the infractions thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a Member during a period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed Ninety (90) days for infractions of published rules and regulations;

(c) exercise for the Association all powers, duties, authority vested in or delegated to the Association by the Declaration, the Articles of Incorporation, these By-Laws or Laws of the State of Utah, and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration or Laws of the State of Utah;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three consecutive regular meetings of the Board of Directors; and

(e) employ managers, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

2. 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 present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth of the Members who are entitled to vote;

(b) supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the monthly assessment against each Lot and to send written notice of such assessment to every Owner subject thereto as provided in the Declaration;

(2) file a lien against any Lot for which assessments are not paid within thirty days after due date and bring an action at law against the owner personally obligated to pay the same or to foreclose the lien, within such period of time as would appear prudent in the discretion of the Board.

(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 Board 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;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the exterior of the Living Units and the Common Areas to be maintained.

VI. NOMINATION AND ELECTION OF DIRECTORS

1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

2. Election. Elections to the Board of Directors shall be made by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporations and these By-Laws.

VII. MEETING OF DIRECTORS

1. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this section 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 any place within

the State of Utah for the holding of additional regular meetings without notice other than such resolution.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the requests of the president or any two directors. The person or persons calling a special meeting of the Board may fix any place within the State of Utah as the place for holding such meeting.

3. Notice. Written or printed notice stating the place, day, and hour of any special meeting of the Board shall be given to all Directors at least three days prior to the meeting date. Such notice shall be deemed to have been properly furnished if mailed postage prepaid at least three business days before the meeting date to each Director at his address. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice thereof.

4. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors at a meeting at which a quorum is present shall constitute the act of the Board of Directors unless the act of a greater number is required by law.

5. Vacancies. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even though such remaining Directors constitute less than a quorum. A Director thus selected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

VIII. COMMITTEES

1. Architectural Control Committee. The Board of Directors shall appoint a three-member committee the function of which is to enforce and administer the provisions of Article VIII of the Declaration (relating to control of improvements and landscaping within the property). The committee need not be composed of Members. Members of the committee shall hold office at the pleasure of the Board. If such a committee is not appointed, the Board itself shall perform the duties required of the committee.

2. Other Committees. The Board of Directors shall appoint and specify the duties of such additional committees, as necessary, including, but not limited to a Long Range Planning Committee and a Finance Committee.

3. Manner of Acting. The act, concurrence, or determination of a majority of committee members, whether such act, concurrence, or determination occurs at a meeting, without a meeting, at the same time, or at different times, shall constitute the act or determination of the committee.

4. Compensation. The Board of Directors may, but need not, provide by resolution that members of committees be paid specified and reasonable compensation for their services as committee members.

5. No Liability for Damages. The committee shall not be held liable for damages by reason of any action, inaction, approval, or disapproval by it with respect to any request made pursuant to Article VIII of the Declaration.

IX. OFFICERS

1. Number and Qualifications. The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Any two (2) or more offices, other than the office of President and Secretary, may be held by the same person. Officers need not be Members of the Association.

2. Tenure. The Officers of the Association shall be elected by the Board of Directors at the first meeting of the Board held after the annual meeting of the Members. If election of Officers does not occur at such meeting it shall be held as soon thereafter as is convenient. Each Officer shall hold office for a period of one year, until his successor has been duly elected and qualifies or until he is removed. Any Officer may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby.

3. Vacancies. A vacancy in office resulting from death, resignation, removal, or any other cause shall be filled by the Board of Directors for the unexpired portion of the term of the person previously in office.

4. President. The President shall be the principal executive Officer of the Association, and subject to the control of the Board of Directors, shall exercise general supervision and control over all of the property and affairs of the Association. The President shall, when present, preside at all meetings of the Members and of the Board of Directors. If the President is not present then the Vice-President shall preside. Except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Articles to some other Officer or agent of the Association or where required by law to be otherwise signed or executed, the President, together with the Secretary ~~or~~ or any other Officer of the Association authorized by the Board of Directors may sign any deeds, mortgages, contracts, or other instruments which the Board of Directors has properly authorized to be executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors.

5. Vice-President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-President shall perform all of the duties of the President. When so acting he shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such duties as may from time to time be assigned to him by the President or by the Board of Directors.

6. **Secretary.** The Secretary shall keep minutes of meetings of the Members and of the Board of Directors in one or more books provided for that purpose, shall see that all notices are given in accordance with the provisions of these By-Laws, the Articles of Incorporation, the Declaration, and law, shall maintain a membership list, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

7. **Treasurer.** If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have the custody of and shall be responsible for all funds of the Association, shall receive and give receipts for money due and payable to the Association, shall deposit all such money in the name of the Association in such banks, trust companies, or other depositories as are selected by the Board, shall perform all accounting, financial record-keeping, and similar services which may be necessary or desirable in connection with the Association's affairs, and, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors. Such duties of the Treasurer as the Board may deem appropriate may be delegated, by the Board, to a manager, independent contractor, or such other employee as the Board may appoint under the authority of Paragraph V,1,(e) of these By-Laws.

8. **Compensation.** Officers shall not be paid any salary or other compensation for their services as such and shall not receive directly or indirectly any other profit or pecuniary advantage by virtue of their services as Officers.

9. **Liability of Officers and Directors.** No Officer, or Director, shall be personally liable for any action taken by him/her in good faith in the performance of his/her duties on behalf of the Association.

X. ASSESSMENTS

1. 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 assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at a rate of interest as shall from time to time be set by the Board of Directors, 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 escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

XI. AMENDMENTS

1. These By-laws may be amended, at a regular or a special meeting of the members of

the Association, by a vote of the majority of a quorum of members present. Notice and quorum requirements for amendments of these By-Laws shall be the same as those for special assessments.

2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

XII. MISCELLANEOUS

1. Fiscal Year. 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.

2. Right of Entry. The Board of Directors and its duly authorized agents shall have the right of entry to any and all units, in case of an emergency originating in or threatening such unit or any other part of the project, whether the owner or occupant thereof is present at the time or not. The Board of Directors and its duly authorized agents shall also have the right to enter any and all of said units at all reasonable times as required for the purpose of making necessary repairs upon the common areas and facilities of the project.

3. Responsibilities of Owner. Each Unit Owner shall promptly perform or cause to be performed all maintenance and repair work within a unit owned by him/her which, if omitted, will adversely affect the building in which such unit is located in its entirety, or any part of the project, and shall be liable in damages for any failure on his/her part so to do. Each member shall also reimburse the Association for the value of any repairs or replacements to the common areas and facilities made necessary through the negligence or fault of such unit owner or such owner's tenants.

4. Nuisance. No Unit owner shall cause, permit or suffer any nuisance to be created or carried on in any unit of which he/she is the owner or occupant.

IN WITNESS WHEREOF, we, being all of the Directors of the Pleasantbrook Homeowners Association, have hereunto set our hands this 9th day of February 1999.

Jay A. Massey
John K. Titmer
Richard M. Brough
Stephen D. Murray
Thomas H. King