

**AMENDMENT TO THE BYLAWS
OF BROOKHAVEN VILLAS HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE ONE
Name and Location

The name of the corporation is **BROOKHAVEN VILLAS HOMEOWNERS' ASSOCIATION, INC. ("Association")**. The principal office of the Association is located at 661 East 3230 North, Lehi, Utah 84043, where the meetings of Owners and Directors are held, or at such other places in Utah County, State of Utah, as may be designated by the HOA Board of Directors. The official mailing address for the Association is 600 East 3200 North, Lehi, Utah 84043.



ARTICLE TWO
Application of Bylaws

All present and future Owners, mortgagees, lessees, and occupants of any Dwelling or building and any other persons who may use the facilities of Brookhaven Villas (Project¹) in any manner are subject to these Bylaws, the Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements for Brookhaven Villas, a planned unit residential development ("**Declaration**") and all rules made pursuant hereto and any amendments hereof. The acceptance of a deed or conveyance or the entering of a lease or the act of occupancy of a Unit shall constitute an agreement that the provisions of the Declaration and these Bylaws and any rules and regulations made pursuant hereto, as they may be amended from time to time, are accepted, ratified, and will be complied with. Certain capitalized terms in these Bylaws shall be defined in accordance with the definition for such terms set forth in the Declaration.

ENT 51582:2022 PG 1 of 15
ANDREA ALLEN
UTAH COUNTY RECORDER
2022 Apr 26 11:35 am FEE 270.00 BY CS
RECORDED FOR BROOKHAVEN VILLAS HOA

ARTICLE THREE
Meetings of Owners

Section 1. Annual Meetings. The annual meetings of the Owners will be held on a day, time, and place designated by the Board of Directors. The day must be on or before the 30th day of the first month of the calendar year for which the upcoming annual budget is to be applied. The place must be either at the Project or at some other reasonable location in Utah County, Utah. At each annual meeting of the Owners, the Board of Directors shall present the upcoming annual operating budget. The Owners will have the opportunity to make comments on the budget and to ask questions for clarification.

Section 2. Special Meetings. Special meetings of the Owners may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of the Owners who are entitled to vote. The notice of any special meeting of the Owners shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 3. Notice of Meetings. Written notice of each meeting of the Owners, including special meetings, shall be given by, or at the direction of, the Secretary of the Association or person authorized to call the meeting. The notice may be provided by electronic means, including text

¹ The term "Project" is used 83 times in the CC&Rs, hence the term is retained in these Bylaws.

message², emailing a copy of such notice, or by written notice, any of which are to be delivered at least fifteen (15) days before such meeting to each Owner entitled to vote thereat, addressed or directed to the Owner's current phone, email or physical address last appearing on the books of the Association, or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day, hour, and manner of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum The presence at the meeting of Owners entitled to cast, or of proxies entitled to cast, fifty-one percent (51%) or more of the votes of the Owners shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If, however such a quorum shall not be present or represented at any meeting, the Owners entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Sections 5. Voting. At all meetings of Owners, each Owner may vote in person or by proxy, with each dwelling within the community being entitled to one vote in all matters of business requiring a vote of the Owners.

Section 6. Action Taken Without a Meeting. Any action that may be taken at any regular or special meetings of the Owners within the Association may be taken without a meeting if the following requirements are met:

- 6.1 A written ballot is distributed to every Owner 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 Owner to return the ballot to the Association.
- 6.2 The number of votes cast by written ballot within the specified time under Subparagraph 6.1 equals or exceeds the quorum required to be present at a meeting authorizing the action.
- 6.3 The number of approvals of the action equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.
- 6.4 The written ballot distributed to Owners affords an opportunity for the Owner to specify a choice between approval and disapproval of each order of business proposed to be acted upon by the Association and further provides that the vote of the Owners shall be cast in accordance with the choice specified.

Section 7. Proxies. At each meeting of the Owners, each Owner 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 Owner himself or by his/her proxy thereunto duly authorized in writing. The instrument authorizing the proxy to act shall meet the requirements set forth in Subparagraph 6.4 above and shall indicate the name of the Secretary of the Association, or such other officer or person who may be acting as the secretary at the meeting to whom the proxy is to be given for the purpose of casting the vote to reflect the absent Owner's vote as specified in the form of proxy. If a Unit is jointly held, the instrument authorizing a proxy to act must have been executed by one Owner of such Unit or their attorneys thereunto duly authorized in writing. Such instrument

² See Utah Code 57-8a-214(3)(a).

authorizing a proxy to act shall be delivered at or before 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. Each dwelling or home in the community shall be entitled to one vote of the Owner(s) in all matters of business requiring a vote of the Owners.

ARTICLE FOUR

Board of Directors. Selection. Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of at least three (3), five (5) or seven (7) Directors who are Owners within the Association.

Section 2. Term of Office. All Directors shall be elected to a term of two (2) years in elections that shall be held prior to the end of each year. An even number of Directors shall be elected in one year, and an odd number of Directors shall be elected in the next, or alternative year. No person will serve as a Director without first being duly elected, or re-elected to further their term of office, by the Owners within the Association unless duly appointed as a successor as outlined in Section 3 below.

Section 3. Removal. Any Board member may be removed from the Board of Directors, with or without cause, by a majority vote of the Owners within the Association. In the event of death, resignation or removal of a Board member, his/her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No Board member shall receive compensation for any service he/she may render to the Association. However, any Board member may be reimbursed for his/her actual expenses incurred in the performance of his/her assigned duties.

Section 5. Action Taken Without a Meeting. The Board members shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining in advance the written³ or electronic approval of all the Board members. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors, and such action that affects the majority of the Association shall be reported in the next regularly scheduled meeting of the Board of Directors and duly noted in the minutes thereof.

ARTICLE FIVE

Nomination and-Election of Board of Directors

Section 1. Conduct and Notice of Annual Election. Annual elections for the Board of Directors shall be conducted by the Elections Committee between Sept 1st and Dec 1st each year, with the exact election date to be determined by the Board of Directors and for which at least a 30-day advance notice will be given to the Owners within the Association.

Section 2. Candidacy. Any Owner may become a candidate for the Board of Directors by:

³ See Utah Code 16-6a-813 --- Written notice of acceptance is required unless specified in the Bylaws.

- 2.1 Being nominated, in writing, by another Owner, at least 14 days prior to any scheduled election, or
- 2.2 Personally filing with the Association Secretary, at least 14 days prior to any scheduled election, a personal written statement, requesting to be a candidate, or
- 2.3 Recommended by the Board of Directors, at least 14 days prior to any scheduled election, to be a candidate.

Section 3. Election Committee. The Board of Directors shall annually appoint one member of the Board, who is not a candidate for re-election to the Board of Directors, to act as Chair of an Elections Committee. The Chair shall select, and appoint, additional Owners (non-board members) to the Election Committee. The additional members of the Election Committee shall generally include, but not be limited to, at least one Owner from each of the three phases of Brookhaven Villas. The Election Committee shall plan and execute the fair and equitable conduct of the election of the members of the Board of Directors. The Elections Committee shall also assure a uniform and equitable treatment opportunity for all candidates, as well as an unquestioned counting process which results in a true determination of the will of the Owners.

Section 4. Election. Election to the Board of Directors shall be by secret written or electronic ballot. At such election the Owners or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Proxy votes must be substantiated by signed written proxy authorization submitted to the Association Secretary. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE SIX **Meeting of Board**

Section 1. Regular Meetings. The Board of Directors shall hold scheduled regular open meetings at least semi-annually. The Board may hold additional open meetings without additional or special notice if such meetings are held as scheduled and as published to the Owners of the Association with not less than thirty (30) days advanced notice. Board meetings shall be at such place, hour, and manner as may be scheduled and fixed from time to time by resolution of the Board of Directors. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Additionally, the board may hold a closed meeting only to⁴:

- 1.1 Consult with an attorney for the purpose of obtaining legal advice.
- 1.2 Discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings.
- 1.3 Discuss personnel matters.
- 1.4 Discuss a matter relating to contract negotiations, including review of a bid or proposal.

⁴ See Utah Code 57-8a-226 for the source of this specific language.

- 1.5 Discuss a matter that involves an individual if the discussion is likely to cause the individual undue embarrassment or violate the individual's reasonable expectation of privacy; or
- 1.6 Discuss a delinquent assessment or fine.

Section 2. Special Meetings. Special meetings of the Board of Directors, those not scheduled as outlined in Section 1 above, shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE SEVEN

Powers and Duties of the Board of Directors

Section I. Powers. The Board of Directors shall have power to:

- 1.1 Adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the Owners and their guests thereon, and to establish penalties for the infraction thereof in compliance with Utah Code 57-8a-208; Unless otherwise specified in the Declaration, the Association shall follow the following schedule of fines:
 - 1.1.1 Up to \$50.00 for a first violation.
 - 1.1.2 Up to \$100.00 for a second similar violation or failure to cure the first violation within 10 days from the first fine.
 - 1.1.3 Up to \$200.00 for a third similar violation or failure to cure a continuing violation within 10 days from the second fine.
 - 1.1.4 Up to \$500.00 for a fourth similar violation or failure to cure a continuing violation within 10 days from the third or subsequent fines.

Enforcement remedies are cumulative; accordingly, the Board reserves its right to pursue any enforcement action authorized by law or the Declaration at any time during the fining process. Fines for similar violations may not exceed \$500.00 per month. In addition to the above referenced fines, the Board may also recover from the offending Owners any actual costs associated with remediation for any such violations.
- 1.2 Suspend the voting rights and/or the Common Area use privileges of an Owner during any period in which such Owner shall be in default in the payment of any assessment levied by the Association. Such rights or use privileges may also be suspended after notice and an opportunity for hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- 1.3 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration.

- 1.4 Declare the office of a member of the Board of Directors to be vacant in the event such member has not been present, either in person or by approved electronic means, for three (3) consecutive regular meetings of the Board of Directors; and
- 1.5 Employ a manager, an independent contractor, and or such other employees as deemed necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- 2.1 Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Owners at the annual meeting of the Owners, or at any special meeting when such statement is requested in writing in advance of said meeting by one-fourth (1/4) of the Owners who are entitled to vote.
- 2.2 Supervise all officers, agents, independent contractors, and employees of this Association, and to see that their duties are properly performed.
- 2.3 As more fully provided in the Declaration, to:
 - 2.3.1 Fix the amount of the annual assessment against each Unit within thirty (30) days of each annual assessment.
 - 2.3.2 If there is a change in the annual assessment from the prior assessment, then send written or electronic notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the start date for each such annual assessment period; and
 - 2.3.3 Foreclose at its discretion the lien against any Dwelling for which assessments are not timely paid and/or to bring an action at law against any Owner obligated to pay the same.
- 2.4 Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- 2.5 Procure and maintain adequate liability and hazard insurance on property owned by the Association, and adequate officer and Directors' indemnity insurance, and all other insurance required by the Declaration:
- 2.6 Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- 2.7 Cause the Common Areas and Common Area buildings to be maintained.
- 2.8 Permit First Mortgagees of Units in the Project to pay taxes or other charges which are in default and which may or have become a charge against the Common Areas of the Association, and such First Mortgagees may pay overdue premiums on hazard insurance policies, or secure new hazard insurance coverage on the lapse of a policy for such property, and such First Mortgagees, upon making such payments, shall be owed immediate reimbursement therefore from the Owner;
- 2.9 Assess and collect all assessments referred to or authorized in the Declaration.

ARTICLE EIGHT
Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice President, and a Secretary, who shall always be members of the Board of Directors, and shall appoint a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of specific officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Owners, or at such other intervals as may be deemed expedient by the Board.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year until his/her successor is elected and has qualified, unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers or advisors as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine and authorize by resolution of the Board.

Section 5. Resignation and Removal. Any officer may be removed as an officer with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President, Vice President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by a vote of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that he/she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, promissory notes, checks, deeds and other written instruments.

Vice President: The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by a vote of the majority of the Board.

Secretary: The Secretary shall record the votes and keep and timely publish to the Owners within the Association the minutes of all meetings and proceedings of the Board of Directors or of the Owners; keep the corporate seal of the

Association and affix it on all papers requiring said seal; serve timely notice of meetings of the Board and of the Owners; keep appropriate current records showing the Owners within the Association together with their mail or email addresses; and shall perform such other duties as required by a vote of the majority of the Board.

Treasurer: The Treasurer shall be responsible to supervise the receipt of all monies of the Association and their deposit in appropriate bank accounts, and he/she shall supervise the disbursement of such funds as directed by resolution of the Board of Directors. If the Treasurer is a member of the Board of Directors, he/she shall, together with the President, as he/she and the President are available, sign all checks and promissory notes of the Association. If the Treasurer is not a member of the Board of Directors, then a member of the Board of Directors, in addition to the President, must sign all checks and promissory notes of the Association. The Treasurer shall supervise the keeping of proper books of account; cause an annual audit or review of the Association books to be made by an independent public accountant; and shall prepare (1) an annual operating budget, (2) a statement of income and expenditures, (3) a statement of changes in the Capital Reserve Fund, (4) a statement of financial condition, and deliver a copy of each to the Owners. Acting with the permission and direction of the Board of Directors, the Treasurer shall invest unused monies of the Association (including designated funds for capital reserve and insurance policy deductibles⁵), with the restriction that such investments must be insured by a Federal Government Agency.

ARTICLE NINE

Indemnification of Officers and Directors

The Association shall provide any indemnification required or permitted by the laws of Utah and shall indemnify Directors, officers, agents and employees as follows:

Section 1. Third Party Litigation. The Association shall indemnify any Director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association), by reason of the fact that he/she is or was such Director or officer or an employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and in a manner which he/she reasonably

⁵ Language of Utah Code 57-8a-405 (8). **Property Insurance** reads: "An association shall set aside an amount equal to the amount of the association's property insurance policy deductible or, if the policy deductible exceeds \$10,000, an amount not less than \$10,000."

believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Association Litigation. The Association shall indemnify any Director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was such a Director or officer or an employee or agent of the Association, or is or was serving at the request of the Association as Director, officer, employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. Expenses. To the extent that a Director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article Nine, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Section 4 of this Article Nine.

Section 4. Determination of Right to Indemnity. Any indemnification under Section 1 or 2 of this Article Nine (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article Nine. Such determination shall be made (i) by the Board of Directors of the Association by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, and such a quorum of disinterested Directors so directs, by independent legal counsel (who may be regular counsel for the Association) in a written opinion; and any determination so made shall be conclusive.

Section 5. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article Nine.

Section 6. Other Indemnification Rights. Agents and employees of the Association who are not Directors or officers of the Association may be indemnified under the same standards and procedures set forth above, at the discretion of the Board of Directors of the Association.

Section 7. Benefited Parties. Any indemnification pursuant to this Article Nine shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE TEN
Committees

The Association shall appoint an election committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE ELEVEN
Books and Records

Section 1. Accounting.

- 1.1 The books and accounts of the Association shall be kept in accordance with generally accepted accounting principles and practices under the direction of the Treasurer.
- 1.2 After the close of each fiscal year, the books, records, and financial statements of the Association shall be reviewed or audited by an independent public accountant approved by the Association. Financial statements shall be distributed by electronic or written means to all Owners prior to the annual meeting.

Section 2. Inspection of Records. The membership register, books of account and minutes of meetings of the Association, of the Board of Directors and of committees of the Board of Directors and all other records of the Project maintained by the Association or Manager shall be made available for inspection and copying by any Owner of the Association or his/her duly appointed representative at any reasonable time and for a non-commercial purpose reasonably related to his/her interest as an Owner, at the office where the records are maintained. Upon receipt of an authenticated written request from an Owner along with the fee prescribed by the Board of Directors to defray the costs of reproduction, the Manager or other custodian of records of the Association shall make available for inspection⁶ or shall prepare and transmit to the Owner a copy of all records requested. The Board of Directors shall establish reasonable rules with respect to:

Notice to be given to the custodian of the records by the Owner desiring to make the inspection.

Hours and days of the week when such an inspection may be made; and

Payment of the cost, if any, of reproducing copies of documents requested by an Owner.

Every member of the Board of Directors, subject to the conditions set forth above, shall have the absolute right at any reasonable time to inspect and make copies of all books, records, and documents of the Association and to inspect all real and personal properties owned or controlled by the Association.

ARTICLE TWELVE
Assessments

All Assessments shall be made in accordance with the general provisions of Article V of the Declaration. The Treasurer shall keep detailed records of all receipts and expenditures,

⁶ This is in agreement with Utah Code 57-8a-227 Records – Availability for examination.

including expenditures affecting the Project, specifying, and itemizing the maintenance, repair and replacement expenses of the Project and any other expenses incurred. Such records shall be available for examination by the Owners during regular business hours. In accordance with the actions of the Board of Directors in assessing Common Expenses against the Units and Owners, the Treasurer shall keep an accurate record of such assessments and of the payments thereof by each Owner.

ARTICLE THIRTEEN
Corporate Seal

The Association may, but shall not be obligated to, have a seal in circular form having within its circumference the words: "Brookhaven Villa Homeowners' Association, Inc.", or in lieu thereof the word "SEAL" may be placed adjacent to the signature of an authorized officer of the Association.

ARTICLE FOURTEEN
Amendments

Section 1. Amendment Procedure. These Bylaws may be amended, by written ballot of the Owners, at either regular or special meetings of the Owners, or by community mailing, wherein not less than 51% of the total Owners within the Association approve such amendments. Written ballots, initiated, and distributed at either a regular or special meetings of the Owners or by community mailings, which are to be deemed valid, must be collected within thirty (30) days of the date of the publicly announced vote distribution.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

CERTIFICATION

IN WITNESS WHEREOF, we, being all the current Board of Directors and Officers of Brookhaven Villas Homeowners' Association, Inc. have hereunto set our hands this **22nd day of April, 2022.**

We, the undersigned, do hereby certify:

That we are duly elected and acting as a Board of Directors and Officers of the Brookhaven Villas Homeowners' Association, Inc., a Utah corporation; and

That the foregoing Bylaws constitute a true and correct copy of the Amended Bylaws of said Association, as duly adopted and approved by a vote of the majority of the Owners within the Association, and hereby certified thereto at a meeting of the Board of Directors thereof, held on the **12th day of April, 2022;** and

Inasmuch as the conditions set forth for the transfer and management of the BROOKHAVEN VILLAS HOMEOWNERS' ASSOCIATION (HOA) have been met, the above Amended Bylaws will govern the affairs of the Association from this time forth unless and until such time that a new revision of this document is completed and approved by a vote of a majority of the total authorized Owners within the Association.

Signed: Brookhaven Villas HOA Board of Directors and Officers:

Wally Breitenstein, HOA President
Wally Breitenstein

Pauline Smith, Vice President
Pauline Smith

Marsha Hill, Secretary
Marsha Hill

Kenneth G. Lynn Board Member
Kenneth Lynn

Clyde Palmer Board Member
Clyde Palmer

Kristie Decker Board Member
Kristie Decker

Ray Garrison Board Member
Ray Garrison

STATE OF UTAH

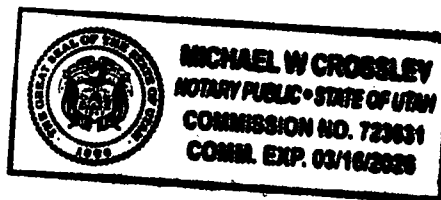
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COUNTY OF UTAH

On this 22 day of April 2022, before me, the undersigned, a Notary Public in and for the State of Utah, duly commissioned and sworn, personally appeared the above-named Brookhaven Villas HOA Board of Directors and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument by authority of its Operating Agreement.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Michael W Crossley
Notary Public



My Commission Expires 3-16-26

Development Detail

Number: 9907
Name: BROOKHAVEN VILLAS PUD PHASE 1
Type: Subdivision

Recording Date: 2/25/2003 9:02:43 AM
Instrument Date: 8/13/2002
Entry Number: 2003-27214
Book/Page: 35 419
Location: Section: 33 Township: 4 S, Range: 1E
City: LEHI
Tax District: 10 -
Arm 112
Description: SEC 33-4-1E/LOT 101-150

[Click here for recorded development images](#)

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Development Detail

Number: 13751
Name: BROOKHAVEN VILLAS PHASE 2B
Type: Subdivision

Recording Date: 9/24/2012 11:17:45 AM
Instrument Date: 9/11/2012
Entry Number: 2012-81386
Book/Page: 35 626
Location: Section: 33 Township: 4 S, Range: 1E
City: LEHI
Tax District: 10 -
Arm 150
Description: SEC 33-4-1E/LOT 217, COMMON AREA

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Development Detail

Number: 12471

Name: BROOKHAVEN VILLAS PUD PHASE 2 AMD

Type: Subdivision

Recording Date: 9/10/2007 11:28:56 AM
Instrument Date: 5/22/2007
Entry Number: 2007-132624
Book/Page: 35 569
Location: Section: 33 Township: 4 S, Range: 1E
City: LEHI
Tax District: 10 -
Arm 137
Description: SEC 33-4-1E/UNITS 201-215, 217-247

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Development Detail

Number: 13902

Name: BROOKHAVEN VILLAS PUD PLAT 3

Type: Subdivision

Recording Date: 5/15/2013 3:20:20 PM

Instrument Date: 11/13/2012
Entry Number: 2013-47604
Book/Page: 35 633
Location: Section: 33 Township: 4 S, Range: 1E
City: LEHI
Tax District: 10 -
Arm 152
Description: SEC 33-4-1E/LOTS 301-321

ENT 51582:2022 PG 15 of 15

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