

BYLAWS

OF

BARRINGTON PARK HOMEOWNER'S ASSOCIATION
(ADOPTED March 29, 1983)

3780913

ARTICLE I

NAME AND LOCATION

The name of the corporation is BARRINGTON PARK HOMEOWNER'S ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at Salt Lake City, Utah and meetings of members and directors shall be held within the property or at such places within Salt Lake County, State of Utah, as close to the property as practicable, which may hereafter be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to BARRINGTON PARK HOMEOWNER'S ASSOCIATION, its successors and assigns.

Section 2. "Project Property" or "Project" shall mean and refer to that real property described in Exhibit B to the Declaration.

Section 3. "Development Property" shall mean and refer to all of the real property described in Exhibit A to the Declaration.

Section 4. "Common Area" shall mean all real property, and any personal property or improvements located thereon owned by the Association for the common use and enjoyment of the Owners, which areas are designated of the official recorded Plats of Barrington as all areas not within the boundaries of specific numbered Lots.

Section 5. "Limited Common Area" shall mean and refer to that portion of the Common Area reserved for the use of specific Lot owners, which areas are designated on the official Plat maps by single cross-hatching and by numbering which identifies the particular Lot to which each Limited Common Area attaches.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded plat map of the Project Property which is

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enclosed, numbered and specifically described but which is not designated by cross-hatching. Where appropriate the term "Lot" also refers to any and all improvements constructed thereon.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Project Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Declarant" shall mean and refer to Barrington Park Joint Venture, a joint venture of Quadric Enterprises, a Utah corporation and Metroplex, a partnership of Joseph L. Lichtie, erry C. Diehl, Gary Diehl, Thomas C. Davis, Walter R. Wood, its successors and assigns.

Section 9. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the County Recorder of Salt Lake County, Utah, as that Declaration has been amended from time to time.

Section 10. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

VOTING

Section 1. Voting. The Association shall have two (2) classes of voting membership as follows:

- (a) Class A members,
- (b) Class B members.

Class A members shall be all the Owners of Lots within the Project with the exception of Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person is the Owner of a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot. The Declarant shall be the sole Class B member and shall be entitled to three (3) votes for every Lot owned by Declarant.

The sole Class B member shall cease and be converted to Class A membership as set forth in Article V, Section 3 of the Declaration.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held not later than six (6) months after the closing of the sale on the first Lot. Subsequent regular annual meetings of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members of the Association may be called at any time by the President or by the Board of Directors, and shall be promptly called by the Board upon:

(a) The vote for such a meeting by a majority of a quorum of the Board,

(b) Receipt of a written request therefor signed by members representing not less than twenty-five percent (25%) of the total voting power of the Association or by members representing not less than fifteen percent (15%) of the Class A members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) but not more than thirty (30) days before such meeting to each member entitled to vote thereat (unless a longer notice period is required by the Declaration), addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour 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 members entitled to cast, or of proxies entitled to cast, more than fifty percent (50%) of the total voting power of each Class of members of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If any meeting cannot be held because a quorum is not present, the Owners present, either in person or by proxy, may as otherwise provided by law adjourn the meeting to a time not less than five (5) days, nor more than thirty (30) days from the time the original meeting was called, provided that the quorum requirement for such an adjournment shall be no less than twenty-five percent (25%) of the total voting power of each Class of members of the Association.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon the conveyance by the member of his Lot.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years. At the expiration of the initial term of office of each respective director, his successor shall be elected to serve for a term of three (3) years. If a director dies, resigns, or is removed, his successor shall be selected by the remaining directors and shall serve for the unexpired term of his predecessor.

Section 3. Non-Cumulative Voting. In any election of the members of the Board, every member shall have the right to cast one

vote per Lot for each position on the Board to be filled. The candidates receiving the highest number of votes up to the number of Board members to be elected, shall be deemed elected.

Section 4. Election of Director by Class A Members.

Notwithstanding anything to the contrary contained herein, in the event that in the first annual meeting, the Class A members do not have a sufficient percentage of the voting power of the Association to elect at least one (1) member to the Board, then one (1) of the three (3) Board members elected for a term of three (3) years at said first annual meeting shall be elected by a majority of the Class A members.

Section 5. Removal. The entire Board or an individual director may be removed from office by a majority of the voting of the Association, provided that a director who has been elected to office solely by the votes of Class A members may be removed from office only by the vote of at least a simple majority of Class A members entitled to vote.

Section 6. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without A Meeting. The director 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 approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 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 or 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 nonmembers.

Section 2. Election. Election to the Board of Directors shall be 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 these Bylaws. The persons receiving the largest number of votes shall be elected.

ARTICLE VII

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting 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. Notice of the time and place of such regular meetings shall be posted at a prominent place or places within the Common Area.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors. Notice of the time and place of such special meeting, and the nature of any special business to be considered, shall be sent to all directors and posted at a prominent place or places within the Common Area not less seventy-two (72) hours prior to the scheduled time of the meeting.

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.

Section 4. Open Meetings. Regular and Special meetings of the Board shall be open to all members of the Association, provided, however, that Association members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board. Notwithstanding the foregoing, the Board may, with the approval of a majority of a quorum of the directors, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any 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 sixty (60) days for infraction of published rules and regulations;

(c) 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 of Incorporation, or the Declaration;

(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 (3) consecutive regular meetings of the Board of Directors; and

(e) Engage a management agent, manager, an independent contractor, or such other persons or employees as they deem necessary, to perform such duties and services as the Board shall authorize, including but not limited to, any of the duties set forth in Section 2 of this Article, subject to the right and obligation of the Board to supervise the manager.

Section 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 (1/4) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents and employees of this 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 annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(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 in at least the amounts specified in the Declaration;

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

(g) Cause the Common Area to be maintained;

(h) Cause the exterior of the dwellings to be maintained.

Section 3. Limitation on Powers of Board. Notwithstanding any other provisions to the contrary contained in the Declaration, these Bylaws, or the Articles of Incorporation, the Board shall not, without the vote or written consent of a majority of the Class A members and a majority of the Class B members, take any of the following actions:

(a) Incur aggregate expenditures for capital improvements to the Common Area in any fiscal year in excess of five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

(b) Sell, during any fiscal year, property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

(c) Pay compensation to directors or to officers of the Association.

ARTICLE IX

OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such officers 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 may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the 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 the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he 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 (1) 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

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and

other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating 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 XI
BOOKS AND RECORDS

As more fully provided in the Declaration, the books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No one may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIII
CORPORATE SEAL

The Association shall have a scale in circular form having within its circumference the date of incorporation and the words "BARRINGTON PARK HOMEOWNER'S ASSOCIATION, Utah, Incorporated."

ARTICLE XIV
AMENDMENTS TO BYLAWS

Section 1. Amendments. These Bylaws may be amended by the Association in a duly constituted meeting for such purpose and no

amendment take effect unless approved by a majority of the Class A members and a majority of the Class B members, provided, however, that no amendment shall take effect unless approved by:

(a) Seventy-five percent (75%) of the holders of the first mortgages of record on the Lots within the Property.

(b) The Federal Housing Administration or the Veterans Administration, but only so long as there is a Class B membership.

Section 2. Notice to Mortgagees. It shall be the responsibility of the Board of Directors to mail a notice of such amendments to all mortgagees appearing in the book entitled, "Mortgagees of Lots" referred to in Article XV hereof, provided, however, that the failure to do so shall not invalidate any such amendment.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of BARRINGTON PARK HOMEOWNER'S ASSOCIATION, have hereunto set our hands this 29th day of March, 1983.

CERTIFICATION

I, the undersigned, do certify:

That I am the duly elected and acting Secretary of BARRINGTON PARK HOMEOWNER'S ASSOCIATION, a Utah corporation, and

That the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 29th day of March, 1983. These Bylaws supercede all Bylaws previously adopted.

IN WITNESS WHEREOF, I have hereunto subscribed my name and
affixed the seal of said Association this 6th day of April,
1983.

Craig S. Mendenhall
Secretary