

**BYLAWS OF THE VIVIAN PARK HOME OWNERS ASSOCIATION
AS AMENDED AND PRESENTED AT THE
GENERAL MEETING HELD JULY 16, 2016**

RECITALS

These Bylaws are intended to supersede and replace the Bylaws that were presented to the members of the Vivian Park Homeowners Association ("Association") at the General Meeting held on July 14, 2012 and all previously adopted Bylaws.

ARTICLE I - NAME AND LOCATION

The name of the Association is VIVIAN PARK HOME OWNERS ASSOCIATION, a nonprofit corporation incorporated on the 6th day of September 1943. The principal office is located in Utah County, State of Utah, 84604.

ARTICLE II - PURPOSE

The purpose of the Association is to own, control, operate, and manage the water system for the properties located in the Vivian Park HOA Community and to implement within the Association confines such other activities and controls as approved by a majority of the membership to maintain the comfort and well-being of the Association and its membership. The water system consists of springs, wells and reservoirs, pipelines, and installed equipment. The system may be enlarged, extended, repaired, and improved. All water in the system is owned and legally registered with the State and the County in the name of the Association. That water is distributed by Water Connections to Assessment Parcels in the Vivian Park HOA Community. Each Water Connection can be transferred with the associated parcel.

ARTICLE III - DEFINITIONS

Section 1. "Association" shall mean and refer to VIVIAN PARK HOME OWNERS ASSOCIATION, its successors and assigns.

Section 2. "Water Connection" shall mean and refer to accessibility to the culinary water system of the Association, consisting of springs, wells, reservoirs, pumps, and associated apparatus.

Section 3. "Assessment Parcel" shall mean a property that is uniquely defined by a Utah County property serial number, and has a Water Connection to the Vivian Park HOA water system. The Membership of the Association consists in the Owners of Assessment Parcels.

Section 4. "Vivian Park HOA Community" shall mean and refer to all property within the bounds of the original Vivian Park Subdivision as recorded in the office of the Utah County Recorder, State of Utah in 1917, except lots 1-5 of Block C, lots 1-7 of Block D, and all of Block E, which excepted property currently belongs to Utah County, plus such additional property as has been or may be brought within the jurisdiction of the Association by membership vote and connection to the Association water system. As of the date of these Bylaws the only such additional property is designated by serial number 15:20:26, located at 6648 N. South Fork Rd, and owned by Susan and Terry Warner.

Section 5. "Lot" shall mean and refer to any numbered plot of land shown upon the map of the original Vivian Park Subdivision recorded in the office of the Utah County Recorder in 1917.

Section 6. "Owner" shall mean and refer to any person or entity having a legal or equitable ownership in any property which is a part of the Vivian Park HOA Community, excluding contract sellers and those having such interest merely as security for the performance of an obligation.

Section 7. "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Articles of Incorporation; that is, a Member is an Owner who also owns a share in the HOA water system infrastructure and the HOA water rights and, consequently, qualifies for a Water Connection.

Section 8. "Member Entitled to Vote" shall mean and refer to that member designated by the owners of a particular Assessment Parcel to cast the vote for that Parcel, providing such designated owner is recorded as such in the records maintained by the Association and is a member in good standing.

Section 9. "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of Vivian Park owners.

Section 10. "Assessments" shall mean and refer to any assessments (special or regular), dues, fines, third-party liability recovery, charges for property damage, or other amounts levied, charged, or imposed upon a property, Owner, or other occupant by the Association.

ARTICLE IV - THE BYLAWS

Section 1. Amending the Bylaws. These Bylaws may be amended, deleted, added to, or suspended by a two-third-majority (2/3) vote at an annual or special meeting of the Members duly called for such purpose, there being a quorum present in person or by proxy.

Section 2. Conflicting Provisions. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Bylaws shall control.

Section 3. Member Responsibility. All Members are required to abide by the Bylaws as herein identified or as amended.

ARTICLE V - MEMBERSHIP AND WATER CONNECTIONS

Section 1. Membership. Membership in the Association will be limited to the Owners of Property in the Vivian Park HOA Community. New Memberships will be announced at the annual meeting of the Association.

Section 2. Membership in Good Standing. All Assessments must be paid and all Association Rules and Regulations must be complied with in order that the designated property owner be considered a Member in good standing. Only Members in good standing are entitled to the privileges of membership within the Association, including, but

not limited to, voting, holding office, or using or benefiting from provided services. A Member not in good standing will be denied the benefits and rights of the Association.

Section 3. Water Connections. Each Member of the Association is entitled to one Water Connection per Assessment parcel.

Section 4. New Water Connections. Approval of a new Water Connection is dependent on the ability of the Association to deliver the additional water. Proposed new Water Connections must be announced to all Association Members by a written notice inviting comment 60 days prior to decision by the Board. The decisions shall be announced at the July annual meeting.

An Owner who seeks a new Water Connection shall be required to: (a) purchase the right to one acre-foot or more of water that is transferable to the Association well as one acre-foot of well water and deed this water right to the Association; and (b) pay to the Association the current value of an infrastructure share. The value of an Infrastructure Share is 1/75 times the sum of the cost of the existing infrastructure and the current balance in the Association bank accounts.

The cost of installing the meter box, meter set and meter, and other fixtures as required inside the meter box will be paid by the Association and they will remain the property of the Association. All other costs of installing water lines to a property will be borne by the property Owner. If past due Assessments have not been paid to the Association, those Assessments associated with a particular property must be brought up-to-date before a meter is installed on that property and before it is connected to the water system.

Section 5. Subdividing a Property. Subdividing an Assessment parcel does not automatically qualify the Owner to receive a second Water Connection. The requirements for obtaining a second Water Connection are presented in Section 4.

Section 6. Cross-Connection Control and Backflow Prevention. The following are prohibited at any water connection within the Association Water System, as required by Section 608.1 through 608.5 of the International Plumbing Code:

- a. Installing or using any physical connection or arrangement of piping or fixtures that could allow any fluid or substances unsuitable for human consumption to enter the potable water distribution system.
- b. Installing any connection, arrangement, or fixtures to the Association Water System without a backflow prevention device or assembly unless otherwise approved in writing by the Board of Directors.
- c. Incorrectly installing any backflow prevention device or assembly.

Any Owner in violation of this Section 6 shall be subject to fines of at least \$25 and other sanctions as allowed by law and determined by the Board. The amounts of fines shall be adjusted by the Board as necessary to assure compliance. Administrators of this Section 6 shall refer to the "Cross Connection Control Program of Utah, November 2003 (Guidelines Reference)". A copy of the Guidelines Reference shall be available on the HOA Member website and at the office of the Association President or other person so designated by the Board.

ARTICLE VI - FINANCES

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of June and end on the 31st day of May of the following year.

Section 2. Assessments. As provided for in the Articles of Incorporation, annual and special assessments and other appropriate charges, as provided in these Bylaws, may be levied against each Assessment Parcel, Each Assessment Parcel will be assessed the annual dues and all special Assessments.

Section 3. Multiple Properties. In situations where owners have multiple Assessment Parcels, an active connection on an additional property with a livable structure will be assessed at the current rate. An active connection on an additional property with no structure will be assessed at half the current rate. A dormant connection on an additional property with no structure will be assessed at one quarter the current rate. A connection is considered dormant if it delivers no water for the fiscal year.

Section 4. Due Date. The annual dues become due on the 1st of June, the start of the fiscal year. Statements will be sent out with the annual meeting notice. Any annual assessment not paid by October 31st shall automatically be assessed a late fee of \$30.00 and the water may be disconnected on November 1st.

Section 5. Collection. Each Assessment is secured by a continuing lien upon the associated property until the Assessment is paid. The Association may at any time initiate foreclosure of the lien against the property, bring an action of law against the property Owner or Owners to pay the levied amounts, or both. The current rate of interest, costs, and reasonable attorney's fees associated with any such action shall be added to the amount of the assessment. No property Owner or Owners may waive or otherwise escape liability for the assessments provided for herein for any reasons, including, but not limited to, the non-use of the Common Area or abandonment of their property.

ARTICLE VII - MEMBER MEETINGS, VOTING, AND COMMUNICATIONS

Section 1. Annual Meetings. An annual meeting of the Members shall be held in July at a location in Utah County, State of Utah, unless changed by resolution of the Board of Directors. The specific date, time, and location will be selected by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association Members may be called at any time by the Board of Directors, or upon written request of at least twenty five percent (25%) of all members entitled to vote, to be held at such time and place as the Board of Directors shall determine.

Section 3. Notice of Meetings. The Board of Directors shall give to each Member Entitled to Vote written notice of each meeting of the Association at least 30 days prior to the meeting. Such notice shall specify the date, time, and location of the meeting, and, in the case of a special meeting, the purpose of the meeting. It is the responsibility of the Member to assure that the address last appearing on the books of the Association is the correct address for mail communication.

Section 4. Electronic Communication and Online Publication. Email or other written electronic communication with a Member may be substituted for mailed communication to the extent authorized by that Member in writing. Online publication may be substituted for public posting of documents.

Section 5. Voting Rights. Only members in good standing are entitled to vote. In all proposals brought before the Association, a single vote is allocated to the Member Entitled to Vote for each Assessment Parcel. Members who own multiple Assessment Parcels are entitled to votes only for those Parcels for which they pay the full assessment.

Section 6. Voting Procedures. At any meeting of the Members of the Association, 25% (twenty-five percent) of all members entitled to vote shall constitute a quorum. When a quorum is present in person or represented by proxy at the meeting, the vote of a majority of Members of that quorum who are Entitled to Vote shall decide any questions brought before such meeting, unless the question is one upon which, by expressed provision of the laws of the State of Utah, or of the Articles of Incorporation, or of these Bylaws, a different voting rule is required, in which case such expressed provision shall govern and control the decision of such question.

All votes may be cast by the Members either in person or by proxy, which proxies shall be in writing and filed with the Secretary. No member may vote more than five (5) proxies. Every Member Entitled to Vote retains the right to revoke such proxy, and if present, to vote in person. In the absence of a quorum, the Chairman of the meeting may adjourn or postpone the meeting without notice, other than by announcement at the meeting, until the necessary number of members to constitute a quorum shall be in attendance. Any meeting which was previously adjourned for failure to constitute a quorum and is reconvened when a quorum is present may transact any business which might have been transacted at the meeting as originally notified.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Number and Selection. The governing board of the Association shall be the Board of Directors (hereinafter referred to as the "Board"). The Board shall consist of five (5) voting members plus two non-voting alternate members. The board members and alternates will be nominated and elected at the Annual Meeting of the Association. Only Members of the Association who have been in good standing for two immediately prior years are eligible for nomination. An alternate member of the Board will be temporarily designated as a voting member whenever a permanent member is absent from a board meeting and unable to vote.

Section 2. Term of Office. The two directors elected with the most votes by the membership of the Association shall serve for terms of two (2) years. The remaining three (3) directors and two (2) alternates shall serve for one (1) year.

Section 3. Removal or Resignation. Any Board Member may be removed from the Board, with or without cause, by a majority vote of the Members entitled to vote who are in attendance at a membership meeting, there being a quorum present. In the event of the death, resignation or removal of a director, a successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of the predecessor director.

Section 4. Compensation. No director shall receive compensation for any service they may render in their official duty to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties if authorized by the Board of Directors

and the expenditures are covered by an approved annual budget.

Section 5. Liability. To the fullest extent permitted by law, no Director or Officer of the Association shall be personally liable to the Association or its Members for damages for breach of any duty owed to the Association or its Members.

ARTICLE IX - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. An annual meeting of the Board shall be held as soon as possible following the adjournment of the annual meeting of the Association, at a place and time determined by the Board. The purpose of this meeting is to elect officers, appoint members to standing committees, and to take care of any other organizational matters. One of the directors shall be designated by vote of the directors as President of the Association and Chairman of the Board, another as Vice-President and Vice Chairman. Additional Board meetings shall be held at regular intervals at such places and at such times as the Board may, by resolution, decide.

Section 2. Special Meetings. Special meetings of the Board shall be held whenever called by the Chairman, the Vice-Chairman, or by a majority of the Board members entitled to vote. By unanimous consent of the Board members entitled to vote, special meetings of the Board may be held without call or notice, at any time or place they may choose.

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

Section 4. Action Without a Meeting. The directors shall have the right to take any action in the absence of a Board 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 X - POWERS AND DUTIES OF DIRECTORS

Section 1. Powers. The Board of Directors shall have all of the powers necessary for the administration of the affairs of the Association, except such powers as by law or by these Bylaws may not be delegated to the Board of Directors by the Members. In particular, the Board has the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;
- (c) Declare the office of a Member of the Board to be vacant in the event such a member shall be absent from three (3) consecutive regular meetings of the Board;
- (d) Contract with an office manager/executive secretary, an independent contractor, or such other persons as they deem necessary, and to prescribe their duties.

Section 2. Duties. The Board of Directors shall have all of the duties necessary for the administration of the affairs of the Association, except such duties as by law or by these Bylaws may not be delegated to the Board of Directors by the Members. Among the duties of the Board are the duty to:

- (a) Cause to be kept a complete written record of all its acts and corporate affairs and to present a report thereof to the Members at the annual meeting of the Members, or at any special meeting when such report is requested in writing by at least twenty five percent (25%) of all Association Members entitled to vote.
- (b) Supervise all officers, agents and contractors of the Association, and to see that their duties are properly performed;
- (c) Fix the amount of each assessment and send written notice to every Owner subject thereto at least 30 days before the annual meeting.
- (d) Confirm at the annual meeting of members the amount of the annual assessment against each Assessment Parcel for the current year, which amount should cover the budget year running from June 1 of the current year until May 31 of the following year;
- (e) Initiate lien and/or other collection proceedings against the owner of any property for which assessments are not paid by June 1 of the year following the year of the due date, after notice, as provided by law, has been given.
- (f) Issue, or cause an appropriate officer to issue, upon demand by any member or prospective buyer, 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 such certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (g) Procure and maintain adequate liability and hazard insurance on property owned by the Association ;
- (h) Cause all officers and other persons having fiscal responsibility to be bonded, and to the extent available provide and maintain officer and director liability protection, as it may deem appropriate;
- (i) Cause the Common Areas and facilities to be maintained.
- (j) Upon receiving notification of conveyance or sale of any property in Vivian Park, assure that a copy of the Articles of Incorporation, the Bylaws, and the Rules and Regulations are provided to the new owner(s) of that property.

Section 3. Committees. The Board of Directors may appoint and/or delegate to committees. The Board shall designate the scope of responsibilities for such committees and call for periodic reports of their accomplishments. Such committees may include, but are not limited to:

- (a) An Auditing Committee

- (b) A Fire Safety and Control Committee
- (c) A Water Development and Use Committee

ARTICLE XI - OFFICERS AND THEIR DUTIES

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

Section 2. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless an officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 3. 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 4. Special Appointments. The Board may elect such other 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 by 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 current term of the vacant office.

Section 7. Multiple Offices. No person shall be simultaneously a member of the Board and a paid contractor for the Association. The offices of secretary and treasurer may be held by the same person. The Secretary/Treasurer shall serve under direction of the President. The Board shall approve the appointments of Secretary/Treasurer and Watermaster..

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

(a) President and Chairman. The Chairman shall preside at all meetings of the Board of Directors and, as President, at all meetings of the Association; 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.

(b) Vice-President and Vice-Chairman. The Vice-Chairman shall act in the place and stead of the Chairman in the event of his/her absence or inability/refusal to act, and shall exercise and discharge such other duties as may be required by the Board; similarly, the Vice-President shall act in place of the President, if necessary, at meetings of the Association.

(c) Secretary. The Secretary shall record the votes at all meetings of the Board and of the Association; shall keep, or cause to be kept, the minutes of all meetings and proceedings of the Board and of the Association; shall serve notice of meetings of the Board and of the Association; shall keep appropriate current records showing the Members of the Association together with their mail and email addresses and the Members entitled to vote; and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall be responsible for the receiving and depositing in appropriate bank accounts of all monies of the Association and the disbursing of such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep, or cause to be kept, proper books of account; shall cause any Federal or State tax returns to be prepared and filed on time; shall cause an annual audit of the Association books to be made by or under the direction of the Board of Directors at the completion of each fiscal year; and shall 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.

(e) Watermaster. The Watermaster shall oversee the day to day operation of the Vivian Park culinary water system, ensuring that adequate water is available for use by all residents and that any necessary repairs to the water system are made in a timely manner. Watermaster duties shall also include the timely maintenance, testing, and operation of the water system; regular reporting to the Board of Directors on the status of the water systems; preparation of an annual drinking water report, which shall be presented at the annual Association member meeting; and working with the Fire Control Committee to ensure hydrants, hoses, and pumps are in good working condition. Other duties may be imposed as determined by the Board of Directors from time to time.

Section 9. Books and Records

The books, computer files, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member of the Association who is entitled to vote. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member either online or at the principal office of the Association, where copies may be purchased at a reasonable cost to be determined by the Board of Directors.

Appendices:

Appendix A – Jurisdiction of Vivian Park HOA. The HOA Assessment Parcels with their Utah County serial numbers and addresses. These parcels, together with the community water system and the HOA common area labeled "dumpster", are under the jurisdiction of the Vivian Park Home Owners Association.

Appendix B - Community Boundary. Original 1917 Utah County Map of Vivian Park Subdivision with the 2016 boundary of Vivian Park HOA Community superimposed in green.

IN WITNESS WHEREOF, Vivian Park Homeowners Association (a non-profit corporation), has properly approved these Bylaws on the 16th day of July 2016 and has caused its name to be signed by its President, and its corporate seal affixed, attested to by its Secretary

VIVIAN PARK HOMEOWNERS ASSOCIATION
(Corporate Seal)

By [Signature], President
Attest Laura P. Dunn, Secretary

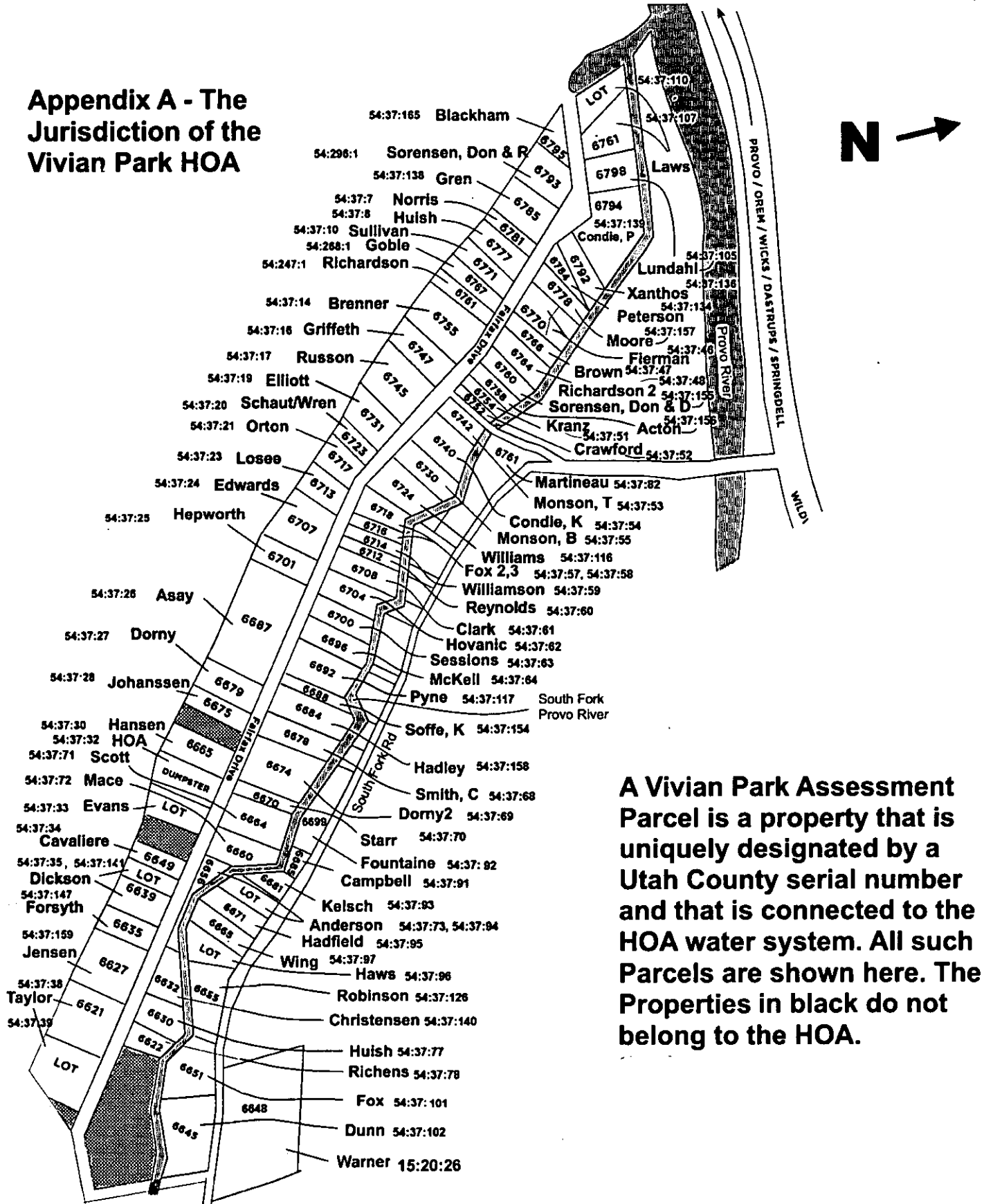
JURAT

On this 17th day of October 2016, Val Dunn, and Laura P. Dunn proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his/her signature on the instrument the person executed the same.

[Signature]
Notary Public
6/15/2019
Commission Expires



Appendix A - The Jurisdiction of the Vivian Park HOA



A Vivian Park Assessment Parcel is a property that is uniquely designated by a Utah County serial number and that is connected to the HOA water system. All such Parcels are shown here. The Properties in black do not belong to the HOA.

