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BYLAWS
OF
SHADOWBROOK HOMEOWNERS ASSOCIATION
Shadowbrook Homes Plats A, B, C, D amended, E amended

ARTICLE I
NAME AND LOCATION

The name of the Corporation is "Shadowbrook Homeowners Association" as located at 970 E. 700 S., St. George, Utah 84790 hereinafter referred to as the "Association". Meetings of Members and Directors may be held at such places within the State of Utah, County of Washington, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to the Shadowbrook Homeowners Association, its successors and assigns.

Section 2. "Owner" shall mean and refer to the owner of record, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having an interest merely as security in the performance of an obligation.

Section 3. "Properties" shall mean and refer to that certain real property described in the Declaration (CC&Rs) and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean and refer to that portion of property owned by the Association and shown on the several Plats as recorded and dedicated to the common use and enjoyment of the Owners. The Common Area owned by the Association is described as follows:

Commencing at a point in the East Boundary of 900 East Street said point being located N 00°08'44" E 26.91 feet from the SW corner of Fractional Block 2, Plat B, St. George City Survey, Washington County, Utah; thence S 89°44'45" E 985.40 feet; thence S 0°03'35" E 599.56 feet; thence S 89°56'25" W 905.48 feet; thence N 00°03'35" W 578.05 feet to the point of beginning. LESS AND EXCEPTING all lots 1 through 90 in Plats A, B, C, D amended, and E amended, recorded and filed in the Washington County Recorder's Office, St. George, Utah. The total area is 13.15 acres.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties, with the exception of the Common Area.

Section 6. "Member" shall mean and refer to any person or entity who holds recorded title of ownership of a Lot within the Survey Boundary described in Section 4, hereabove.

Section 7. "Conveyance" shall mean and refer to actual conveyance of fee title to any Lot to any owner by a warranty deed or other document of title and shall not mean the mere execution of an installment sales contract.

Section 8. "Townhome" shall mean and refer to a single-family dwelling unit constructed upon a specific Lot within the properties described above.

Section 9. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties, including any amendments or supplements thereto, recorded in the Washington County Recorder's Office.

Section 10. "Development" shall mean and refer to the above-mentioned real property and Common Area together with all buildings and improvements thereon.

Section 11. "Plat" shall mean and refer to the Shadowbrook Homes Planned Unit Development Plats A, B, C, D and E as amended, recorded and filed in the Washington County Recorder's Office, St. George, Utah.

Section 12. "Board of Directors" shall mean and refer to the Board of Directors duly elected by the members to govern the affairs of the Shadowbrook Homeowners Association.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Shadowbrook Homeowners Association shall be held in January each year. The Board of Directors shall determine the date, place and hour of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President of the Board of Directors, or upon written request of one-fourth of the members entitled to vote.

Section 3. Notice of Meetings. Written notice of the time, place and business of each meeting of the Members shall be given by the Board to every Member entitled to vote not less than ten (10) days and not more than thirty (30) days before the meeting is to be held. Notice shall be deemed given when delivered personally to the Member or placed in the US Mail, postage prepaid, and 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 the notice.

Section 4. Quorum. The presence at a meeting of Members or proxies consisting of fifteen (15) percent of the membership of the Association shall constitute a quorum for any action except as otherwise provided for in the Articles of Incorporation, the Declaration and/or these Bylaws.

Section 5. Proxies. At all meetings of Members each Member may vote in person or by prearranged proxy prior to the meeting. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance of a Lot by the Member/Owner.

Section 6. Conduct of Meetings. The business of all meetings of the Association shall be conducted in accordance with established parliamentary procedure (e.g., Robert's Rules of Order).

ARTICLE IV
BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) Directors who shall be elected by the membership of the Association at the Annual Meeting. Candidates for election to the Board of Directors shall be owners or residents in Shadowbrook.

Section 2. Terms of Office. The terms of office for the Treasurer and the Secretary shall be one (1) year as directly elected to those offices at the Annual Meeting. One three-year (3) Director shall be elected at each successive Annual Meeting so that those three Directors have overlapping terms.

Section 3. Removal and Replacement. Any Director may be removed from the Board, with or without cause, by a majority of the Members of the Association. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board and shall serve out the unexpired term of the predecessor.

Section 4. Compensation. Members of the Board of Directors may not receive compensation for services that they render to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting that they could have taken at a meeting by obtaining the approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominating Committee. The Nominating Committee shall consist of two members of the Association plus the chairman, who shall be a member of the current Board of Directors. The Nominating Committee shall be constituted not less than sixty (60) days prior to the Annual Meeting and shall serve until the end of the Annual Meeting.

Section 2. Duties of the Nominating Committee. The Nominating Committee shall carefully select two or more potential candidates for each position for election to the Board and obtain their agreement to be nominated for election not less than forty (40) days prior to the Annual Meeting and promptly convey the selections to the Secretary.

Section 3. Ballots. The Secretary shall prepare the Ballots to be mailed to the Members of the Association not less than thirty (30) days prior to the Annual Meeting. Each mailing shall include a blank ballot accompanied by a brief biographical sketch for each candidate, a blank ballot envelope and an addressed return envelope. The ballot mailed to the Members prior to the Annual Meeting is to be returned in the unmarked ballot envelope prior to the Annual Meeting or delivered at the Annual Meeting.

Section 4. Voting.- With respect to each vacancy, the members or their proxies may cast as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted. During the Annual Meeting the two members of the Nominating Committee shall count the ballots under the supervision of one member of the Board of Directors. The results of the vote counting shall be reported to the President during the meeting so the winning candidates can be announced.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least monthly at such place and at such hour as may be fixed from time to time by resolution of the Board.

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 three (3) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. Three (3) members of the Board 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 an act of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall:

- a. Adopt, publish and enforce 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 infractions thereof. Fines and penalties levied by the Board are due and payable to the Association upon receipt of same by the charged Member. Fines or penalties for violation of an Association rule or regulation are not deemed additional assessments in a lien claim. The Member shall pay for costs, attorney's fees and collections.
- b. Suspend the voting rights of a Member and the right of said Member to use the recreational facilities of the Association during any period in which such Member shall be in default of any assessment or penalty levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for the infraction of published rules and regulations.
- c. Assess and collect fines and fees levied by the Association.
- d. 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 the Articles of Incorporation, the Declaration or these Bylaws.
- e. 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.
- f. Employ a manager, an independent contractor, or such other employees as they may deem necessary, and to prescribe their duties.

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

- a. Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Association Members at the Annual Meeting or at any Special Meeting when such a 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 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.
 - (3) Foreclose the lien against a property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against an owner personally obligated to pay same.
- d. Issue, or cause an appropriate officer to issue, upon demand by any Lot owner, a certificate setting forth whether or not any assessment has been paid for such Lot. A reasonable charge may be made by the Board for the issuance of such a certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- e. Procure and maintain adequate liability and hazard insurance on the Townhome structures and Association property.
- f. Cause all officers and employees having fiscal responsibilities to be bonded as the Board may deem appropriate.
- g. Cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of the Association shall consist of a President, Vice-President, Assistant Vice-President, a Treasurer and a Secretary. These five (5) shall be the voting members of the Board.

Section 2. Election of Officers. Election of President, Vice-President and Assistant Vice-President shall take place among the elected three-year (3) Board Members at the next meeting of the Board of Directors following each Annual Meeting. The Treasurer and Secretary shall be elected by the Members at each Annual Meeting.

Section 3. Terms of Office. The Officers of the Board of Directors shall serve one (1) year terms.

Section 4. Special Appointments. The Board may appoint such additional 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. An 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. The acceptance of a 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 replaced.

Section 7. Multiple Offices. No person may simultaneously hold more than one of the Board Offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. Duties of the Officers of the Board of Directors shall be as follows:

- a. President. The President shall preside at all meetings of the Board of Directors as well as the Annual Meeting and Special Meetings of the Association, see that the orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds and other written instruments, and co-sign checks.
- b. Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and exercise and discharge such other duties as may be required of him/her by the Board.
- c. Assistant Vice-President. The Assistant Vice-President shall assist the President and Vice-President in all of their duties and shall assume such other responsibilities as determined by resolution of the Board.
- d. Treasurer. 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, prepare statements of income and expenditures prior to each Board meeting, co-sign all checks of the Association, keep current and 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, present the annual statement of income and expenditures to the Membership at the Annual Meeting and deliver a copy of each to the Members and perform such other duties as may be required by the Board.
- e. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board or of the Membership, serve notice of meetings of the Board and of the Membership, keep appropriate current records showing the members of the Association together with their addresses, distribute newsletters and special information to the Members, prepare and mail the ballot and biographical information to the Members prior to the annual meeting, prepare information packets for distribution to the Members at the Annual Meeting with mailed copies to Members who did not attend the Annual Meeting, and perform such other duties as may be required by the Board.

ARTICLE IX
COMMITTEES

The Board of Directors shall act as an Architectural Control Committee initially, as provided for in the Declaration. However, the Board shall have the power to appoint an architectural committee consisting of a chairman who shall be a member of the Board of Directors, and two or more members of the Association. The Board shall also have the power to appoint a Nominating Committee, as provided for in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed necessary and appropriate in carrying out the business of the Association.

ARTICLE X
BOOKS AND RECORDS

Section 1. The books, records and papers of the Association including especially the Articles of Incorporation, the Declaration (CC&Rs), and the Bylaws shall be available for inspection or for purchase at a reasonable cost by any Association Member.

Section 2. The Shadowbrook Board of Directors shall, upon written request by a Homeowner, make available certain documents such as the Declaration, the Bylaws and the Rules and Regulations adopted by the Board governing the use of the Common Area and facilities, and the appropriate conduct of homeowners and guests in Shadowbrook.

ARTICLE XI
ASSESSMENTS

Section 1. Dues. Dues and/or assessments for the coming year are to be fixed by the Board prior to the Annual Meeting. As provided in the Declaration, dues and/or assessments may be increased by the Board of Directors as much as ten (10) percent above the previous year without approval from the Members.

Section 2. Delinquency. As more fully provided for in the Declaration, each Association 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 at the rate of twelve (12) percent 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. Interest, costs, and reasonable attorney's fees for any such action shall be added to the amount of such assessment. No owner may waiver or otherwise escape liability for the assessments provided for herein either by abandonment of his/her Lot or by nonuse of the Common Area.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the Association by a vote of the majority of the voting members present or by proxy so long as fair notice has been given to the Members that an Amendment is on the agenda for consideration by the Members.

ARTICLE XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

Section 2. Conflict of Instruments. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall take precedence. In the case of any conflict between the Declaration (CC&Rs) and these Bylaws, the Declaration shall take precedence.

ARTICLE XIV
CERTIFICATION

IN WITNESS WHEREOF, this document has been executed this _____ day of _____ 2008.

The Undersigned hereby declare that they presently serve as members of the Board of Directors of Shadowbrook Homeowners Association and as officers of the Board as indicated by their signatures. Copies of this document were submitted to all of the members of the Association for review prior to the Special Meeting held on the 19th day of April 2008 at which time these Bylaws were officially adopted by vote of the members present at said meeting.

K. LeRoi Nelson
K. LeRoi Nelson, President

Robert F. Raleigh
Robert F. Raleigh, Vice President

Lois V. Knight
Lois V. Knight, Treasurer

STATE OF UTAH)
): ss
COUNTY OF WASHINGTON)

Subscribed and sworn to before me this 28th day of April 2008.

NOTARY PUBLIC:
My Commission Expires: 12/20/2011

Debra Terrell
Residing at:
St. George Ut

