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**LION'S HEAD HILLTOP ESTATES  
AT GREEN SPRING COVE  
HOMEOWNERS' ASSOCIATION INC.**

**BY-LAWS**

**ARTICLE I**

**Definitions**

**1.1 Definitions.** The following terms as used in these By-Laws are defined as follows:

a. "**Association**" means the Lion's Head Hilltop Estates at Green Spring Cove Homeowners' Association Inc., a nonprofit corporation organized and existing under the laws of the State of Utah.

b. "**Declarant**" means Green Spring Enterprises, Inc., a Utah corporation for profit.

c. "**Declaration**" means the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Lion's Head Hilltop Estates at Green Spring Cove, as may from time to time contain the covenants, liens, and charges established for the benefit of the Association, its Members, and the property and the residents of the communities located on the property.

d. "**Property**" means any property subject to the Declaration or the covenants, liens or charges imposed by the Declaration.

**ARTICLE II**

**Location**

**2.1 Principal Office.** The principal office of the Association shall be located at 1297 Lion's Head Drive, Washington, Utah 84780.

## **ARTICLE III**

### **Membership**

**3.1 Eligibility.** There shall be two classes of membership in the Association. One class shall be limited to Owners, and the other class limited to Outside Owners. The Members of the Association are determined strictly in accordance with the provisions of Article V of its Articles of Incorporation. The respective rights of Members are subject to (a) the terms and conditions of the Articles, including, but not limited to the payment of assessments and charges (together, "Assessments") imposed pursuant to the Articles, Declaration and these By-Laws, and (b) compliance with the covenants of the Declaration, these By-Laws, and the rules and regulations of the Board of Trustees regarding the use of Property, including the Amenity Area, and the conduct of Members, their families, their tenants, and the guests of any of them.

**3.2 Suspension.** The voting and other membership rights of any Member may be suspended by action of the Trustees during any period when the Member has failed to pay any Assessments then due and payable; but, upon payment of all the past due Assessments, his rights and privileges shall be automatically restored. If the Trustees have adopted and published rules and regulations governing the use of Property, or the personal conduct of any person thereon, the voting or other membership rights of any Member may be suspended by action of the Board of Trustees, after a hearing before the Board at which the Member or any other interested person may be represented by attorney, if he, any member of his family, his tenants, or the guests of any of them shall have violated such rules and regulations.

**3.3 Rights of Membership.** Each Member is entitled to the use and enjoyment of the Property in accordance with the Articles, the Declaration, these By-Laws, and the Rules. Membership rights may be delegated to and exercised by all members of the Owner's family who reside upon the Property, any of his tenants who reside there under a lease for a term of one year or more, and the guests of any of them. The Membership rights of the Outside Owners, and their families and guests, shall be prescribed by the Board of Trustees. Each Member shall notify the Secretary of the Association in writing of the name and relationship to the Member or any person who is entitled to exercise membership rights under this Section. The rights and privileges of such

person are subject to suspension by the Board in the same manner and for the same reason as those of any Member under the preceding Section.

#### **ARTICLE IV**

##### **Meetings of Members**

**4.1 Annual Meetings.** The Annual Meeting of the Members shall be held at the office of the Association specified in Article II or at any other address specified in the Notice of the Meeting, on the second Wednesday in June in each year, at the hour of 11:00 a.m., commencing on the second Wednesday in June of the year 1998.

**4.2 Special Meetings.** Special meetings of the Members for any purpose may be called at any time by the President, the Executive Vice President, or by any two Trustees. The Secretary shall call a special meeting upon written request of the Members who have a right to vote one-fourth of all of the votes of the entire membership.

**4.3 Notices.** Notice of meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally, or by mailing a copy of the notice, postage prepaid, to the address appearing on the books of the Corporation. (Each Member shall register his address and any change in address with the Secretary.) Notice of any meeting, regular or special, shall be mailed not less than ten or more than 50 days in advance of the meeting and shall set forth the purposes of the meeting.

**4.4 Proxy Voting.** Subject to the provisions of Article XIII, at any membership meeting the presence, whether in person or by proxy, of Members entitled to vote not less than 10 percent of the total membership vote, shall constitute a quorum for the transaction of business. All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who shall not be a qualified Member at the date of the meeting and any proxy given more than 11 months before the date of the meeting shall be void.

**ARTICLE V**

**Board of Trustees**

**5.1 Membership and Powers.** The Association shall be governed by a Board of Trustees in accordance with Article VIII of the Articles of Incorporation of the Association. Without limiting the generality of the preceding sentence, or any power vested in it by law, the Board of Trustees shall have the Power:

a. to appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bonds as it may deem expedient (nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever;

b. to establish, levy, assess and collect the Assessments and all other charges referred to in the Declaration;

c. to adopt and publish rules and regulations governing the use of the Property, and the personal conduct of Members, their family, their tenants, and their guests with respect thereto;

d. to determine the rights and duties, privileges and obligations appertaining to membership in the Association, including voting rights and Assessment obligations, and penalties for failure to comply with the Associations' Rules and these By-Laws;

e. to determine the rights and obligations, and the term and conditions of membership in the Association, of the Outside Owners;

f. to exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those expressly reserved to the Members; and

g. in the event any Member of the Board of Trustees of this Association shall be absent from three consecutive regular meetings of the Board of Trustees, the Board may by action taken at the meeting in which the third absence occurs declare the office of the absent Trustee to be vacant.

**5.2 Duties.** It shall be the duty of the Board of Trustees:

- a. to cause to be kept a full, true and accurate record of 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 requested in writing by one-fourth of the full membership;
- b. to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. in accordance with the Declaration, (i) to fix the amount of the Assessment against each lot or living unit as soon as may be practicable after the beginning of each calendar year and in any event before April 1; (ii) to prepare a roster of the properties and Assessments applicable to each of the properties which shall be kept in the office of the Association and shall be open to inspection by any Member; and (iii) to send written notice of each Assessment to every Owner subject to Assessment;
- d. to issue or to cause an appropriate officer to issue, upon demand by any person a certificate stating whether any Assessment has been paid, which shall be conclusive evidence that any charge stated therein has or has not been paid.

**5.3 Vacancies.** Vacancies in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. Any such appointed Trustee shall hold office for the unexpired term of his predecessor in office.

## **ARTICLE VI**

### **Trustees' Meetings**

**6.1 Annual Meetings.** The Annual Meeting of the Board of Trustees shall be held immediately following adjournment of the Annual Meeting of the Members in each year.

**6.2 Regular Meetings.** Regular meetings of the Board of Trustees shall be held at the office of the Association specified in Article II, or elsewhere, at such times and on such dates as the Board of Trustees may determine.

**6.3 Notices; Waiver.** No notice need be given for the Annual or any regular meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Trustee, postage prepaid, at his address as it appears on the records of the Association, at least three days before the meeting or given personally or by telephone not later than the day before the meeting. No notice need be given to any Trustee who attends the meeting, or to any Trustee who in writing (before or after the meeting) waives such notice.

**6.4 Special Meetings.** Special meetings of the Board of Trustees shall be called by the Secretary upon request by any officer of the Association or by any two Trustees. The action of a majority of the Board, although not at a regularly called meeting, shall be valid and effective in all respects if the record of the meeting shall be assented to in writing by all members of the Board.

**6.5 Quorum.** At all meetings of the Board a majority of the Board of Trustees shall constitute a quorum, and, except as otherwise provided by law or by the By-Laws, the act of a majority of the Trustees present shall be the act of the Board.

## ARTICLE VII

### Election of Trustees

**7.1 Ballots.** The election of Trustees shall be by written ballot. At each Annual Meeting or at any special meeting called for the purpose of electing Trustees, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to cast under the Articles of Incorporation of the Association, subject, however, to the provisions of Article XIII below. The nominees receiving the largest number of votes shall be elected.

**7.2 Nominees.** The Board of Trustees shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies to be filled. Nominations may be made from among Members or

nonmembers, as the Board in its discretion shall determine. Nominations shall be placed on a written ballot and shall be made in advance of the time fixed for the mailing of such ballots to the Members.

**7.3 Procedure.** All elections of the Board of Trustees shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Trustees for the vacancies; and (c) contain a space for a write-in vote by the Members for each vacancy. The ballot shall be prepared and mailed by the Secretary to the Members at least 14 days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or any special meeting called for the purpose of electing Trustees).

**7.4 Voting.** Subject to the provisions of Article XIII below, each member shall be mailed a ballot on which he may cast the number of votes to which he is entitled. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall bear on its face the name and signature of the Member, the number of votes being cast and such other information as the Board of Trustees may determine will serve to establish his right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at the address clearly designated by the Secretary.

**7.5 Processing.** Upon the receipt of each return, the Secretary shall immediately place it in a safe place. Not more than 21 days prior to the date set for the meeting at which the elections are to be held, the envelopes shall be turned over, unopened, to the Board of Trustees. All returns thereafter received by the Secretary on or before the date set for a return shall accordingly be turned over to the Board. The Board shall adopt a procedure which shall (a) establish that the Member is entitled to cast either personally or by proxy, the number of votes indicated on the ballot; and (b) that the signature of the Member on the ballot is genuine; and (c) if the vote is by proxy, that the proxy has been filed with the Secretary as provided in Section 4.4, and that the proxy is valid. After the procedure has been completed for a ballot the count of the vote shall be taken. All ballots and proxies as well as any continuing tally of votes shall be kept by the Board, when not being processed, in a safe place. The ballots shall be retained for 90 days after the meeting and then destroyed.

## **ARTICLE VIII**

### **Officers**

**8.1 Offices.** The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer.

**8.2 Election by Board of Trustees.** All officers shall be elected at the Annual Meeting of the Board, and each officer shall hold office until the next Annual Meeting of the Board and until his successor shall have been duly elected and qualified or until his earlier death, resignation, or removal in accordance with the By-Laws. The officers shall be chosen by a majority vote of the Trustees.

**8.3 President; Duties.** The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs and property of the Association and over its several officers, subject to the direction of the Board of Trustees. The President shall, if present, preside over all meetings of the Board of Trustees, and shall generally do and perform all acts incident to the office of President. He may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

**8.4 Vice President; Duties.** The Vice president shall perform all of the duties of the President in the event of his absence or disability, and when so acting shall have all of the powers and be subject to all restrictions placed upon the President.

**8.5 Secretary; Duties.** The Secretary shall act as Secretary of the Board of Trustees and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record the names and addresses of all Members of the Association, shall see that all notices are duly given as required by the By-Laws or applicable law, and shall be the custodian of the corporate seal.

**8.6 Treasurer; Duties.** The Treasurer shall receive and deposit in bank accounts approved by the Board all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Trustees; provided, however, that a resolution of the Board of Trustees shall not be necessary for the disbursements made in the original



course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association.

**8.7 Books and Accounting.** The Treasurer shall keep proper books of account and cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its Annual Meeting.

## **ARTICLE IX**

### **Committees**

**9.1 Standing Committees.** The Board of Trustees may appoint such standing and other committees as it deems desirable.

**9.2 General Duties.** It shall be the duty of each committee to receive complaints from the Members on any matter involving Association functions, duties and activities within the field of its responsibility. It shall dispose of complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

## **ARTICLE X**

### **Books and Records**

**10.1 Inspection.** The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

## **ARTICLE XI**

### **Fiscal Year**

**11.1 Fiscal Year.** The Association shall operate on a fiscal year commencing August 1st and ending July 31st.

## **ARTICLE XII**

### **Amendments**

**12.1 Amendment Procedure.** These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that those provisions of these By-Laws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Declaration may not be amended except as provided in the Declaration; and provided still further, the voting on any such proposed amendment shall be subject to the provisions of Article XIII below.

**12.2 Controlling Documents.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control. In the case of any conflict between the Articles and the Declaration, the Declaration shall control.

## **ARTICLE XIII**

### **Declaration of Covenants, Conditions and Restrictions**

**13.1 Declaration.** The Declarant has adopted and has or will record in the office of the Washington County Recorder, the Declaration, which shall be the controlling document with respect to the Association and the principal governing document concerning the discharge of the responsibilities and obligations of the Association.

**13.2 Control of Declarant.** Notwithstanding anything contained in these by-laws to the contrary, for the period ending December 31, 2001, or at such earlier date as the Declarant may designate, Declarant, or its successors or assigns, shall have the right to vote all memberships in the Association on all matters which may properly be voted on by Members, including, but not limited to, the election of Owners to the Board of Trustees. Such right herein reserved to the Declarant shall constitute, without further documentation, an irrevocable proxy coupled with an interest in favor of the Declarant, or its successors or assigns, for the period of control herein set forth.

**13.3 Limitations on Declarant.** Declarant may not, during the period set forth in Section 13.2 above, do the following:

- a. Cause any of the Association's property, except roads, to be dedicated for public use.
- b. Cause the Association to be dissolved.
- c. Pledge, encumber or hypothecate any of the Association's property or cause the Association to borrow funds, except such as may be necessary for current expenses of the Association or for capital improvements or acquisitions by the Association.

**13.4 No Obligation to Convey Property.** Notwithstanding anything contained herein to the contrary, the Declarant shall have no obligation to convey any property to the Association, or to construct any common areas or facilities for the benefit of Members, or to do or perform any act other than as is strictly provided in the Declaration.

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STATE OF UTAH )  
 ) ss.  
COUNTY OF WASHINGTON )

Certification

I, the undersigned, do hereby certify:

1. I am the duly elected President of the Lion's Head Hilltop Estates At Green Spring Cove Homeowners Association Inc., a Utah Non-Profit Corporation, described as W-LHHE, with the Washington County, Utah Recorders Office.

2. The foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors hereof, held on the 9 day of June, 2012.

3. IN THE WITNESS WHEREOF, I have hereunto set my hand this 9 day of June, 2012.

[Signature]  
Vic President

Certification

I, the undersigned, do hereby certify:

1. I am the duly elected Secretary of the Lion's Head Hilltop Estates At Green Spring Cove Homeowners Association Inc., a Utah Non-Profit Corporation, and described as W-LHHE, with the Washington County, Utah Recorders Office.

2. The foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Trustees hereof, held on the 9 day of June, 2012.

3. IN THE WITNESS WHEREOF, I have hereunto set my hand this 9 day of June, 2012.

[Signature]  
Secretary

STATE OF UTAH )  
 ) ss.  
COUNTY OF WASHINGTON )

On this 9 day of June, 2012, before me personally appeared Hacl Boman - VP & Bill Drany - Sec, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are signed on the preceding document, and acknowledged before me that he/she/they signed it voluntarily for its stated purpose.

[Signature]  
NOTARY PUBLIC

Address: 1246 E 108 S #10 St. George, UT 84790

My Commission Expires: 3/29/15

