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By BOULDER SPRINGS VILLAS HOA

BYLA



OF

BOULDER SPRINGS VILLAS HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is BOULDER SPRINGS VILLAS HOMEOWNERS ASSOCIATION, hereafter referred to as "Association". The principal office of the Association shall be located at 1620 East 1450 South, St. George, Utah 84790, but meetings of members and trustees may be held at such places within the State of Utah, County of Washington, as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. ACC shall mean the Architectural Control Committee created pursuant to Article VIII of the Charter of Declarations, Covenants, Restrictions and Reservation of Easements (CC&Rs) for Boulder Springs Villas.

Section 2. Annual Assessment shall mean the annual charge against each owner and his lot, representing a portion of the Common Expenses, which are to be paid by each homeowner to the Association in the manner and proportions provided herein.

Section 3. Articles shall mean the Articles of Incorporation of the Association filed with the State of Utah, Department of Commerce, Division of Corporations and Commercial Code, as such Articles may be amended from time to time.

Section 4. Board shall mean the Board of Directors of the Association, elected pursuant to the Bylaws of the Association.

Section 5. Common Area means that portion of property owned by the Association shown on the plat as dedicated to the common use and enjoyment of the owners and all improvements constructed thereon.

Section 6. Deed of Trust shall mean a mortgage or a deed of trust as the case may be.

Section 7. Dwelling Unit shall mean a single family home and shall include fee title to the real property lying directly beneath said single family home.

Section 8. Homeowners Association (HOA) shall mean and refers to the Boulder Springs Villas Association, its successors and assigns, a Utah non-profit corporation.

Section 9. Lot shall mean and refer to any separately numbered and individually described plot of land shown on the plat, designated for private ownership, and shall exclude the common and limited common areas.

Section 10. Owner (also referred to as "Member") shall mean and refer to every person or entity who holds membership in the HOA.

Section 11. Plat shall mean Boulder Springs Villas, a planned development community.

Section 12. Rules and Regulations shall mean rules and regulations as may be adopted and promulgated by the Board pursuant to these Bylaws and the CC&Rs, as the Board deems necessary or desirable to (i) aid in administering the affairs of the Association, (ii) insure that the properties are maintained and used in a manner consistent with the interests of the owners, (iii) regulate the use of the common areas and the personal conduct of the members and their guests thereon, (iv) establish penalties for the infractions thereof, as such rules and regulations may be amended from time to time.

Section 13. Recreational Vehicles shall mean all watercraft, travel trailers, campers, camper shells, tent trailers, motorhomes, snowmobiles, all-terrain vehicles, off-road motorcycles, and off-highway vehicles (ATVs and OHVs, respectively), dune buggies, or devices similar to any of the foregoing, including open or enclosed trailers that carry any of the foregoing.

Section 14. Vehicles shall mean any and all equipment or device (mobile or immobile, operable or inoperable) of any type designed to transport persons, objects, or are designed to be transported on wheels, skids, skis or tracks, including, without limitation, dump trucks, cement mixer trucks, gas trucks, delivery trucks, and buses.

ARTICLE III

BOULDER SPRINGS VILLAS HOMEOWNERS ASSOCIATION

Section 1. Parties and Powers. The Association shall have such duties as set forth in the Articles of the CC&Rs and these Bylaws, as such documents are amended from time to time.

Section 2. Membership. Every owner shall be a member of the Association. Membership shall be mandatory and shall be appurtenant to the owner's Lot. Membership shall automatically transfer upon transfer of title by the record owner to another person or entity.

Section 3. Transfer. Membership is nontransferable and shall not be separated from the Lot to which it pertains.

Section 4. Ability to Contract with The Summit Athletic Club. The Association shall have the ability to contract with the Summit Athletic Club, exercised through its Board, to provide for the collection of membership fees for two persons per dwelling unit, provide for the use of a room at the athletic club for Board meetings as needed, and to provide for the use of a portion of the club, as needed, for up to two member meetings annually.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. All annual meetings of the Association will be convened at a time and date to be determined by the Board. Meetings will be held in the offices of the Property Manager, Paul Properties, Inc., 1224 S. River Road, Ste. 205, St. George UT 84791. 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. Notification. Thirty (30) days prior to a scheduled annual meeting, the Secretary shall send written notification to each homeowner at the address last appearing on the files of the Association.

Section 3. Special Board Meetings. Special meetings of the Board may be called at any time by the President of the Board of Trustees, or by any two (2) Trustees in the President's absence, after not less than two (2) days' notice to each Trustee. Additionally, a special meeting may be called upon written request by one-fourth (¼) of all voting members of the Association.

Section 4. Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority present at a duly-held meeting, at which a quorum is present, shall be regarded as the act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

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 conveyance by the member of his lot.

ARTICLE V

BOARD OF TRUSTEES ELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) to five (5) Trustees. The Trustees must be members of the Association, or in the case of multiple co-owners, their designees.

Section 2. Term of Office. At the first annual meeting, the members shall elect one Trustee for a term of one (1) year, two Trustees for terms of two (2) years, and two Trustees for terms of three (3) years. The method of election shall provide that the term of an odd number of Trustees (at least two) shall expire in the next odd-numbered year, and the term of an even number of Trustees shall expire in the next even-numbered year. Thereafter, each term will be two (2) years in length.

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. The Nominating Committee shall consist of a chairperson,

who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees at least sixty (60) days prior to each annual meeting. The Nominating Committee shall make as many nominations as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may also be made from the floor at the annual meeting.

Section 4. Election. Election to the Board shall be by secret written ballot. At each election the members, or their proxies, may cast, in respect to each vacancy, as many votes as allowed under these Bylaws and the CC&Rs, such number being one vote per dwelling unit. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5. Removal and Resignation. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association, and any Trustee who is absent from three (3) consecutive Board meetings shall be automatically removed from the Board unless determined otherwise by the Board. In the event of death, resignation, or removal of a Trustee, a temporary successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor or until special election of a successor.

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

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

- (a) Adopt and publish rules and regulations governing the use of the Association, 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 any other rights of a member during any period in which such member shall be in default in the payment of any assessment levied by

the Association or in violation of any of the use restrictions. Such rights also may 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 reversed to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(e) Declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.

Section 2. Duties. It shall be the duty of the Board of Trustees 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 meetings, or at any special meeting when such statement is requested in writing by one-fourth ($\frac{1}{4}$) of the members who are entitled to vote.

(b) Supervise all officers, agents, and employees of this Association to see that their duties are properly performed.

(c) Establish the annual assessment period and fix the amount of the annual assessment against each member for each lot owned at least thirty (30) days in advance of each annual assessment, and send written notice of each assessment to every owner subject thereto.

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

(e) Issue, or 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.

(f) Procure and maintain such insurance upon Association property as provided in the Declaration.

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

(h) Maintain an adequate reserve fund for maintenance, repairs, and replacement of any elements of the common or limited common areas which must be replaced on a regular basis.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Trustees, and a secretary and treasurer, who need not be members of the Board of Trustees nor of the Association, and such other officers as the Board may from time to time create by resolution.

Section 2. Removal and Resignation. 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 or the president. 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 3. 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 4. 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 being replaced.

Section 5. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 3 of this Article.

Section 6. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Trustees, see that orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds, and other written instruments, and co-sign all checks and promissory notes.

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

(c) Secretary. The responsibility of the Secretary shall include recording votes; keeping the minutes of all meetings and proceedings of the Board and the members; keeping the corporate seal of the Association and affixing it on all papers requiring said seal; serving notice of meetings of the Board and the members; keeping appropriate current records showing the members of the Association, together with their addresses; and perform such other duties as required by the Board. The Board assumes the right to employ outside agents or companies to fulfill these duties.

(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 of Trustees; 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 presented to membership at its regular annual meeting, and other meetings as directed by the Board, and deliver a copy to all Board members. As stated in the responsibilities of the Secretary, so too does the Board assume the right to employ outside agents or companies to fulfill the duties of this position.

ARTICLE VIII

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each trustee and officer of the Association now or hereafter serving as such shall be indemnified by the Association against any and all claims and liabilities to which he or she has or shall become a subject while of after serving by reason of serving as trustee or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such trustee or officer. The Association shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such

person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

ARTICLE IX

COMMITTEES

Section 1. Architectural Control Committee (ACC). In accordance with Article VIII, Section 8 of the CC&Rs, an Architectural Control Committee consisting of three (3) or more representatives will be appointed by the Board. If the ACC is not appointed, the Board itself shall perform the duties required of the ACC.

Sections 2. Additional Committees. The Board may appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X

RULES AND REGULATIONS

The Board of Trustees shall have the power to adopt and establish such rules and regulations as it may deem necessary for the maintenance, operation, management and control of the property, equipment, facilities, and utility systems of the Association, and the Board may alter from time to time such rules and regulations. Members shall at all times obey such regulations and use their best efforts to see that they are faithfully observed by the persons with whom they reside, their lessees, invitees and others over whom they may exercise control or supervision.

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may be amended by the Board of Directors, at a regular or special meeting of the Board, by a vote of a majority or a quorum of Board members present in person.

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

IN WITNESS WHEREOF, we, being all of the trustees of the BOULDER SPRINGS VILLAS
HOMEOWNERS ASSOCIATION, have executed these Bylaws on this 16th day
of OCTOBER, 2017.

Barbara Wise

Trustee

Lay B. Hsu

Trustee

[Signature]

Trustee

[Signature]

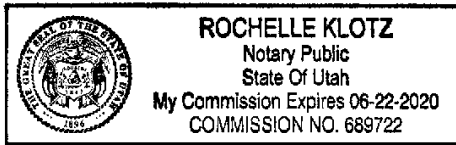
Trustee

John McAfee

Trustee

STATE OF UTAH }
 :
County of Washington }

On the 18 day of October, 2017, personally appeared before me Joshua Stratford Brown signer of the within and foregoing instrument, who duly acknowledged before me that he/she executed the same.

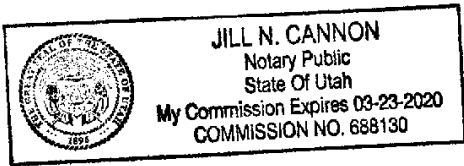


Rochelle Klotz
Notary Public
Residing at St. George, Utah

Commission Expires: 10-22-2020

STATE OF UTAH }
 :
County of Washington }

On the 16th day of OCTOBER, 2017, personally appeared before
me LARRY ELDON STOKES, signer of the within and foregoing instrument, who duly
acknowledged before me that he executed the same.



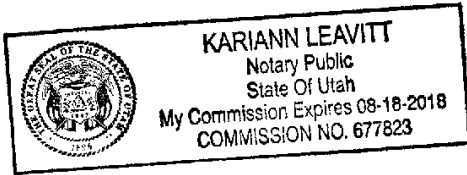
Jill Cannon

Notary Public
Residing at St. George, Utah

Commission Expires: 3-23-20

STATE OF UTAH }
 :
County of Washington }

On the 13 day of October, 2017, personally appeared before me BARBARA VISE, signer of the within and foregoing instrument, who duly acknowledged before me that he/she executed the same.



K Leavitt
Notary Public Kariann, Leavitt
Residing at St. George, ut.

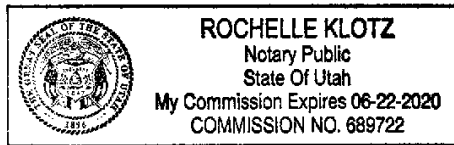
Commission Expires: 8/18/18

STATE OF Utah)
)
COUNTY OF Washington)
)

On the 8th day NOV 2017, personally appeared before me, Michael Sheffield, the signer of the within instrument who duly acknowledged to me that he/she executed the same.

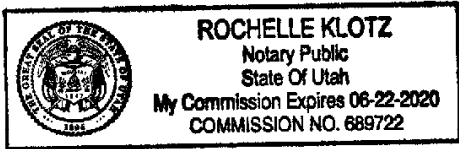
Rochelle Klotz
NOTARY PUBLIC

My Commission Expires: 0-22-2020



STATE OF UTAH)
 :
County of Washington)

On the 8th day of November, 2017, personally appeared before
me John McAfee, signer of the within and foregoing instrument, who duly
acknowledged before me that he/she executed the same.



Rochelle Klotz
Notary Public Rochelle Klotz
Residing at St. George, UT

Commission Expires: 06-22-2020