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Bylaws Page 1 of 8
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By WASHINGTON VISTA OA



**BYLAWS OF
WASHINGTON VISTA OWNERS ASSOCIATION**

Washington Vista Phase 1A, 1B, 2, 4, 5A, 5B
W-WV-1A, W-WV-1B, W-WV-2, W-WV-4, W-WV-5A, W-WV-5B

ARTICLE 1

NAME AND LOCATION

The name of the corporation is WASHINGTON VISTA OWNERS ASSOCIATION, hereinafter referred to as "Association". The principal office of the Association shall be located at 491 E Riverside Drive, 3B, St. George, UT 84790, but 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. The Board of Directors may also change the location of the principal office of the Association.

ARTICLE II

DEFINITIONS

The definitions contained in or adopted by the Declaration shall be applicable to these Bylaws.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held in September each year or as otherwise decided upon by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or by the president upon receiving the written request of the Members who are entitled to vote one-fourth (1/4) of all the votes membership.

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 pre-paid, or by email, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's mailing

address or email address last appearing on the books of 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, one-fourth (1/4) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, with notice given as required in Section 3 above, and those present at the following meeting will constitute a quorum.

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 IV

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of three (3) Directors who must be owners in Washington Vista.

Section 2. Term of Office. At each annual meeting, the Members shall elect Directors for terms of two (2) years, with an odd number of Directors (at least two less than the entire Board) elected in odd-numbered years and an even number of Directors elected in even-numbered years. In the initial election of Directors, the method of election shall provide that the term of an odd number of Directors (at least two less than the entire Board) shall expire in the next odd numbered year, and the term of an even number of Directors shall expire in the next even numbered year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by the vote of a majority of all of the Members of the Association. A successor shall then be elected by the Members. In the event of death, resignation, or removal of a Director, except removal of a Director by the Members, his successor shall be appointed by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors 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 V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot unless a motion to elect Board members is made from the floor and is seconded and approved by a majority of those present. 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 the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held as needed without notice at such place and hour as may be fixed from time to time.

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.

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.

ARTICLE VII

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 Common Areas, and personal conduct of the Members and their tenants, guests or invitees thereon, and to establish, impose, assess and collect fines and penalties for the infraction thereof;
- (b) Suspend the voting 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. 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 the Association and not reserved to the Members 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 vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (f) 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.
- (g) The Board may delegate any powers or duties to other persons or agents as the Board deems necessary or appropriate from time to time.

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

- (a) Adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.
- (c) Pursuant to the Declaration, establish the annual assessment period and fix the amount of the annual base assessment against each Member for each Lot owned at least thirty (30) days in advance of each annual assessment.
- (d) Send written notice of each assessment to every Owner subject thereto.
- (e) 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.

- (f) Procure and maintain liability and such other insurance on property owned by the Association.
- (g) Cause the Common Area to be maintained, preserved and kept in good repair.
- (h) Cause a reserve analysis to be conducted according to law.

Section 3. Code of Conduct. The Board of Directors shall be required to follow a code of conduct, including the following:

- (a) Fulfill their fiduciary duties to the community and exercise discretion in a manner they reasonably believe to be in the best interest of the community.
- (b) Exercise sound business judgment and follow established management practices.
- (c) Balance the needs and obligations of the community as a whole with those of individual Lot owners and residents.
- (d) Refrain from discussing outside of a Board meeting those matters deemed confidential by a majority of the Board or when otherwise dictated by the principles of privacy or confidentiality.
- (e) Conduct business in a transparent manner when feasible and appropriate.
- (f) Be in compliance with all governing documents of the Association.
- (g) Be current in their account with the Association.
- (h) Conduct open, fair and well-publicized elections.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the 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 the 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 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 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 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:

- (a) **President.** The president shall preside at all meetings of the Board of Directors; 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/her absence, inability, or refusal to act; and exercise and discharge such other duties as may be required of him/her by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and its Members; keep appropriate current records, showing the Members of the Association, together with their addresses, and perform such other duties as required by 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 of Directors; sign all checks and promissory notes of the Association; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be

presented to the membership at its regular annual meeting and deliver a copy to each of the Members.

The Board may delegate any powers or duties of officers to other persons or agents as the Board deems necessary or appropriate from time to time.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint and terminate such committees as deemed appropriate in carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The books, records, and paper 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 a reasonable cost.

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may be amended by majority vote of the Board of Directors. The president, vice president, secretary or the treasurer may prepare, execute, certify, and record amendments to the Declaration or these Bylaws on behalf of the Association.

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

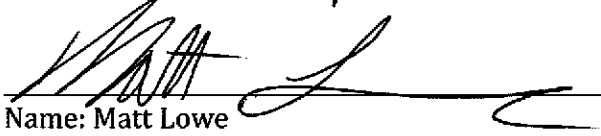
ARTICLE XII

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

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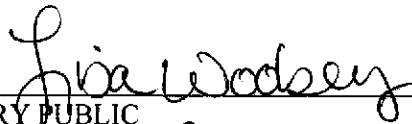
IN WITNESS WHEREOF, I, being the President of WASHINGTON VISTA OWNERS ASSOCIATION, have executed these Bylaws on this 2 day of Sept, 2020.


Name: Matt Lowe

STATE OF UTAH)
 Weber) :ss.
COUNTY OF WASHINGTON)

On the 4th day of September, 2020, personally appeared before me Matt Lowe, the signer of the foregoing document, who being duly sworn, acknowledged to me that they each executed the same.

S
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NOTARY PUBLIC
Residing at Weber
Commission Expiration 9/17/2022

