


Whispering Pines Owners Association
42 South 850 West
Hurricane, UT 84737

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Gary Christensen Washington County Recorder
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By WHISPERING PINES OA

Exhibit D

BYLAWS
of
WHISPERING PINES OWNERS ASSOCIATION 

November 2023

ARTICLE I
DEFINITIONS

The definitions adopted by the Declaration are applicable to these Bylaws. In addition, a "Member," when capitalized, means an Owner. "Director" means a member of the Board. "HOA" means the Association.

ARTICLE II
OFFICES

The principal office of the Whispering Pines Owners Association is in the state of Utah at the address of presiding president and can change upon the direction of the board of directors. The Whispering Pines Board of Directors may designate other offices within the state of Utah, deemed necessary for the business of the HOA.

ARTICLE III
ASSOCIATION

- A. **Annual Meeting of Owners:** The annual meeting of the Owners is open to ALL Owners and will be held annually on or around the third Wednesday in the month of January, or on the day and time stated in the notice of such meeting. If the election of Board members does not take place at the annual meeting, the Board will call for the election to be held at a special meeting of the Owners soon thereafter. As determined by the Board, any meeting of the Association may be conducted by means of electronic communication that allows all Owners participating to be able to view or hear the proceedings in real time, including by online, virtual meeting.
- B. **Special Meeting Called by Owners:** Recognizably, members of the association have certain remedies if they are not satisfied with how the association is operating. The primary remedy is the election of board members. However, if the Owners do not like the direction a board member is taking, they can elect a different board member when that current board member's term expires. Beyond this, a remedy of the Owners is to call for a special meeting of the Owners to remove one or more board members and elect replacements, to veto a reserve fund

line item in the budget, or to veto a budget or the adoption of or change to the rules by the board.

Owners may request a special meeting for any purpose by a request signed by at least 30% of the Owners. Once the request is received, the Board must call for and facilitate the special meeting.

- C. **Place of Meeting:** The Board of Directors may designate any place within the state of Utah, as the place for the holding of annual or special meetings.
- D. **Notice of Meeting:** Written notice of each meeting of the Association Members shall be given by the Association in a fair and reasonable manner and shall be given to each Owner sufficiently in advance to provide fair and reasonable notice of the meeting, as determined by the Board. Notice is fair and reasonable if given 10 days before the meeting, but shorter notice may also be fair and reasonable when all the circumstances are considered. The notice shall specify the place, day and hour of the meeting, and must include a description of any matter that must be approved by the Owners and, in the case of a special meeting, the purpose of the meeting. An Owner may waive any notice required to be given under the Governing Documents or by statute or otherwise. The presence of an Owner in person at any meeting of the Owners shall be deemed such a waiver.
- E. **Notice by Electronic Means.** In any circumstance where notice or any other document is required to be provided to the Owners or an Owner, the Association may provide the notice or document by electronic means, including text message, email, or an Association website, if the Board deems the notice to be fair and reasonable. An Owner may require the Association, by written demand, to provide notice to the Owner by mail. The Board may promulgate Rules and procedures facilitating the implementation of this section from time to time, including a requirement that Owners furnish the Association with a current email address.
- F. **Conducting Business, Electronic Means.** Any transaction or action involving the business or affairs of the Association, including but not limited to voting and providing notice or records, may be conducted by electronic means. The Association may accept a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation as the act of the Owner if the Board does so in good faith and has no reason to believe it is not the act of the Owner. A writing may be delivered in an electronic medium or by electronic transmission, and may be signed by photographic, electronic, or other means. An electronic record or electronic signature is attributable to a person if it was the act of the person. An electronic signature may consist of a mark, symbol, character, letter, or number or any combination thereof attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record and the same shall be considered the signature of that person. A writing includes any document, record, vote, ballot, proxy, or instrument required or permitted to be transmitted by an Owner or by the Association.
- G. **Utah HOA Registry.** The Association shall register with the Utah Department of Commerce's Homeowner Associations Registry (currently at <https://secure.utah.gov/hoa>) and

provide the information required. The Association shall update the information with the Utah HOA Registry within 90 days after a change in any of the information.

- H. **Closing of Transfer Books or Fixing of Record Date:** For the purpose of determining Owners entitled to notice of or to vote at any meeting of Owners or any adjournment thereof, or in order to make a determination of Owners for any other proper purpose, the Board may provide that the transfer books will be closed for a stated period not to exceed, in any case, fifty days.
- I. **Voting Lists:** The officer or agent having charge of the transfer books for voting of the HOA will make, at least ten days before each meeting of Owners, a complete list of the Owners entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of lots held by each member, which list, for a period of ten days prior to the meeting, will be kept on file at the registered office of the HOA and will be subject to inspection by any member at any time during usual business hours. Such list will also be produced and kept open at the time and place of the meeting and will be subject to the inspection of any member during the whole time of the meeting. The original transfer book will be prima facie evidence as to who are the Owners entitled to examine such list or transfer books or to vote at any meeting of Owners.
- J. **Quorum of the Owners:** At any annual meeting of the Association membership, a quorum is those Owners that are present or represented for any purpose, and at least one Board member present in person. If an Owner doesn't attend in person or take the responsibility to arrange a proxy, their vote would therefore be forfeited, removing their number from the percentages to constitute a quorum.
- K. **Binding Vote.** Action on a matter other than the election of Board members is approved and shall be binding for all purposes if a quorum exists and the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law or the Governing Documents.
- L. **Proxies:** At all meetings of Owners, a member may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. Such proxy must be filed with the Board before or at the time of the meeting. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
- M. **Voting Rights:** Each Owner is entitled to one vote per Lot owned upon each matter submitted to a vote of the Owners.
- N. **Action by Written Ballot without a Meeting.** Any action that may be taken at any annual, regular, or special meeting of Owners may be taken without a meeting if the Association causes to be delivered a written ballot to every Owner entitled to vote on the matter not less than 15 days prior to the date on which the ballots must be received by the Association in order to be counted. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot or a writing accompanying the ballot shall: (1) state the number of responses needed to meet quorum

requirements; (2) state the percentage of approvals necessary to approve each matter; (3) specify the time by which a ballot must be received by the Association in order to be counted; and (4) be accompanied by written information sufficient to permit each person casting a ballot to reach an informed decision on the matter. In the event the action is for election of Board members, there shall be space on the ballot to write in nominations. Action taken under this section has the same effect as action taken at a meeting.

- O. **Action Taken without Notice and a Meeting.** Any action required to be taken or which may be taken at a meeting of Owners may be taken without a meeting and without prior notice if one or more written consents, setting forth the action so taken, are signed by Owners having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all Owners entitled to vote on the action were present and voted. All such writings must be received by the Association within a sixty-day period. Any such writing may be received by the Association electronically. Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the Association, unless the writings describing and consenting to the action set forth a different effective date. Any change in ownership of a Lot which occurs after consent has been obtained from the Owner having an interest therein shall not be considered or taken into account for any purpose.

ARTICLE IV BOARD OF DIRECTORS

- A. **General Powers:** The business and affairs of the HOA are managed by its Board.
- B. **Number, Tenure and Qualifications:** The number of Board members is five. Each director will hold office for a period of two years, from the time of electing or appointment, or until his death or until he will resign or will have been removed in the manner hereinafter provided. Directors must be an Owner within the HOA.
- C. **Nomination.** Nomination for election to the Board shall be made in the manner determined by the Board, which may include a nominating committee, nominations from the floor at a meeting, or the requirement that nominations (including self-nominations) be made by petition filed with the Association a specified number of days prior to the annual meeting, which petition shall be signed by the nominee named therein indicating the nominee's willingness to serve as a member of the Board, if elected. The Board may, but is not obligated to, inquire of the Owners to identify those having an interest in serving on the Board. The Board or, if established, the nominating committee, shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies. Self-nomination of candidates who qualify for election shall be permitted, provided they comply with any procedures for self-nomination stated herein or determined by the Board.
- D. **Election.** At the election, the Owners 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. Voting

in an election shall be by through the HOA website portal or by written ballot. The persons receiving the largest number of votes shall be elected. If only one candidate has been nominated for a position and there is no possibility for another candidate to be nominated under the procedures determined by the Board, the president may declare the nominee elected without a formal vote. Cumulative voting is not permitted. In the event of a tie between two or more candidates, the Board shall determine whether to hold another vote or to settle the tie by drawing lots where slips of paper with the names of the candidates are placed in a bowl and a person selected by the president draws a name from the bowl. The Board, or the Owners by vote under Article III, Section K above, may choose to conduct a vote by a secrecy procedure where either: (1) an electronic method is used that ensures the secrecy of the process while allowing ballots to be tracked to ensure the integrity of the vote, or (2) a printed ballot is accompanied by: (i) a secrecy envelope, (ii) a return identification envelope to be signed by the Owner, and (iii) instructions for marking and returning the ballot. Printed ballots that are returned in secrecy envelopes may not be examined or counted before the deadline for returning ballots has passed and shall be handled and counted in a manner that ensures the secrecy of the process.

- E. **Vacancies.** Vacancies on the Board, unless caused by the removal of a Board member by a vote of the Owners, shall be filled for the balance of the term by vote of a majority of the remaining Board members even if they constitute less than a quorum. Each person so elected shall be a Board member until a successor is elected upon expiration of the term the person was elected by the other Board members to serve.
- F. **Compensation.** No Board member shall receive compensation for service as a Board member, except that, if all of the Board members unanimously agree or if voted on and approved by the Owners, each Board member may be compensated in an amount, per year, equal to the Annual Assessment applicable to that Board member's Lot. Additionally, any Board member may be reimbursed for actual expenses incurred in the performance of the Board member's duties, provided that the services and amount of compensation are authorized in advance by the board. Nothing herein shall preclude a Board member from receiving compensation for any other service performed for the Association other than as a Board member, provided that the services and amount of compensation are authorized in advance by the board.
- G. **Removal of Board Members.** At any annual or special meeting, any one or more of the Board members may be removed, with or without cause, by a majority of all Owners. A successor may be elected at that meeting to fill the vacancy thus created. The notice of the meeting must state that the removal is to be considered and any Board member whose removal has been proposed by the Owners must be given an opportunity to be heard at the meeting.

ARTICLE V
BOARD MEETINGS

- A. **Meeting Definition.** “Meeting,” when capitalized in this Article, means a gathering of the Board, whether in person or by means of electronic communication in real time under Section E below at which the Board can take binding action.
- B. **Notice.**
1. Notice to Board Members.
 - (a) Regular Meetings. Regular Meetings of the Board shall be held at the place and hour fixed from time to time by the Board. If so fixed in a schedule previously provided to Board members, no further notice need be given to Board members, otherwise, the Association shall give written notice via email to each Board member at least 48 hours before the Meeting.
 - (b) Special Meetings. Special Meetings of the Board shall be held when called by the president or by any two Board members, after not less than 48 hours’ notice to each Board member by mail, email, text or telephone (or other method agreed upon in advance by all Board members) unless waived pursuant to Section G below or unless the Meeting is called to address an emergency, in which case notice shall be provided to each Board member that is fair and reasonable under the circumstances. The notice of special Meeting provided to Board members must state the time, place and purpose of the Meeting.
 2. Notice to Owners. At least 48 hours before a Board Meeting, the Association shall give written notice of the Meeting via email to each Owner who requests notice of a Board Meeting (“Meeting Notice”), unless notice of the Meeting is included in a Meeting schedule that was previously provided to the Owner or the Meeting is to address an emergency and each Board member receives notice of the Meeting less than 48 hours before the Meeting. A Meeting Notice shall: (1) be delivered to the Owner by email, to the email address that the Owner provides to the Association; (2) state the time and date of the Meeting; (3) state the location of the Meeting; and (4) if a Board member may participate by means of electronic communication under Section E below, provide the information necessary to allow the Owner to participate by the available means of electronic communication so that the Owner may view or hear the proceedings in real time.
- C. **Meeting Procedure.** Formal rules of order shall only apply to any Board Meeting or Association meeting inasmuch as one or more such rules of order are adopted by the Board for such use. Meetings of the Board shall be conducted by the president. Failure to comply with Section D below or with appropriate rules of order does not invalidate any action taken at a meeting.

D. Open Board Meetings; Executive Sessions.

1. **Open Board Meetings.** Except as provided in the following paragraph (subsection 2 below) all Meetings of the Board shall be open to Owners. At each Meeting, the Board shall provide each Owner a reasonable opportunity to offer comments. The Board may limit the comments to one specific time period during the Meeting and may limit the time allotted to each Owner so long as the time allotted is determined by a majority of the Board members present. Beyond such comment period, no Owner shall have a right to participate in the Board Meeting unless the Owner is also a member of the Board. The president or Board shall have the authority to exclude an Owner who disrupts the proceedings at a Board Meeting. The Board may adopt policies governing Meetings from time to time, including policies to reflect current Utah law (which Utah law may change more frequently than these Bylaws). If such Utah law supersedes any provision of these Bylaws, the policy adopted by the Board shall also supersede these Bylaws to the extent the policy restates then current Utah law.
2. **Executive Sessions.** In the discretion of the Board, the Board may close a Board Meeting and adjourn to executive session to: (1) consult with an attorney for the purpose of obtaining legal advice; (2) discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings; (3) discuss a personnel matter; (4) discuss a matter relating to contract negotiations, including review of a bid or proposal; (5) discuss a matter that involves an individual if the discussion is likely to cause the individual undue embarrassment or violate the individual's reasonable expectation of privacy; or (6) discuss a delinquent assessment or fine.
3. **Executive Session Procedure.** Except in the case of an emergency, the Board shall vote in an open Meeting whether to meet in executive session. If the Board votes to meet in executive session, the president or other presiding officer shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to Owners. The statement, motion or decision to meet in executive session must be included in the minutes of the Meeting.

E. Meetings by Electronic Communication in Real Time. As determined by the Board, Meetings may be conducted by means of electronic communication that allows all members of the Board participating to be able to communicate orally in real time.

F. Minutes of Board Meetings. The secretary (or other person as the Board may delegate) shall take minutes of all Board meetings. The minutes shall include, at a minimum, (1) the identification of the Board members present, (2) the meeting date, (3) the identification of any issue that is voted on or decided in the meeting, (4) the number of votes cast for and against any issue decided upon, and (5) the exact wording of any item approved at the meeting. Failure to comply with this section does not invalidate any action taken at a

meeting. Minutes are permanent records of the Association and shall be kept and made available in accordance with Article IX below.

- G. **Waiver of Notice.** A Board member may, at any time, waive notice of a Meeting in writing, and the waiver shall be deemed equivalent to the giving of the notice. Attendance by a Board member at a Meeting shall constitute a waiver of notice, except where the Board member attends for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. If all Board members are present at any Meeting, no notice to Board members is required and any business may be transacted at the Meeting.
- H. **Quorum and Acts; Board Proxies.** At all Meetings of the Board, a majority of the existing Board members shall constitute a quorum for the transaction of business and the acts of the majority of the Board members represented shall be the acts of the Board. If, at any Meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the Meeting to another time without further notice, and at any such adjourned Meeting any business which might have been transacted at the Meeting as originally called may be transacted.

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Board member may be considered to be present at a Meeting and so vote if the Board member has granted a signed written proxy: (1) to another Board member, or other person, who is present at the Meeting; and (2) authorizing the other Board member or person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy (a directed proxy).

I. **Action by Board without a Meeting.**

1. Notice, Response. Subject to subsection 3 below, the Board may take any action (e.g., vote on any matter) in the absence of a Meeting that it could take at a Meeting if either:
 - (1) all Board members vote in favor of the action in writing, or
 - (2) if notice of the vote is sent to each Board member and no Board member demands that action not be taken without a meeting. The action must receive the number of votes that would be necessary to take such action at a meeting at which all of the Board members then in office were present and voted.
2. Content of Notice. The notice required by paragraph (2) immediately above (the "Notice") shall include: (1) the action to be taken; (2) the time by which a Board member must respond to the Notice; (3) that failure to respond by the time stated in the Notice will have the same effect as abstaining in writing by the time stated in the

Notice, and failing to demand in writing by the time stated in the Notice that action not be taken without a Meeting.

3. Meeting Required to Adopt Rules. The Board may not adopt, amend, modify, cancel, limit, create exceptions to, or expand the Rules without a Meeting.
 4. Waiver of Meeting. A Board member's right to demand that action not be taken without a Meeting is waived unless the Association receives such demand from the Board member in writing by the time stated in the Notice.
 5. Revocation. A Board member may revoke in writing a vote, abstention, or demand that action not be taken without a Meeting at any time before the time stated in the Notice.
 6. Electronic Transmission. Any communication, including under this Section I, may be delivered by an electronic transmission. An electronic transmission communicating a vote, abstention, demand, or revocation is considered to be written, signed, and dated for purposes of this Section if the transmission is delivered with information from which the Association can determine that the transmission is transmitted by the person (e.g., from a sender's known email account), and the date on which the electronic transmission is sent. The date sent is considered the date signed. For purposes of this Section I, communications to the Association are not effective until received.
 7. Record of Action. A record of an action taken by the Board without a Meeting shall be kept as a permanent record in accordance with Article IX below and the law.
- J. **Property Management:** A property management company may be retained by the Board to provide services under the direction of the Board as long as there is no conflict of interest with any Board or committee member or the developer. However, the Board reserves the right to manage the Whispering Pines HOA portfolio independently.

ARTICLE VI OFFICERS

- A. **Designation and Qualification.** The principal officers of the Association shall be a president, a vice-president, a secretary and a treasurer. Officers shall have such authority and perform such duties as set forth in these Bylaws and as the Board may prescribe from time to time. The principal officers must be Board members (and shall cease to be an officer upon ceasing to be on the Board). Any Board member may be an officer of the Association. A person may simultaneously hold more than one office. The Board may appoint 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 determine from time to time.

- B. **Election and Vacancies.** The members of the Board shall elect the principal officers of the Association at a Meeting or by action without a Meeting. The Board may decide the period of time an officer shall hold office, and if no such determination is made, an officer shall hold office for one year. If any office becomes vacant for any reason, the Board shall elect a successor to fill the unexpired term.
- C. **Resignation.** Any officer may resign at any time by giving written notice to a Board member. The resignation shall take effect upon receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. A board member who is absent from three consecutive regular meetings of the Board or from more than 25% of the regular Board meetings held in any 12-month period shall be deemed to have tendered the Board member's resignation.
- D. **Removal of Officers.** Officers shall hold office at the pleasure of the Board. The Board may remove any officer with or without cause.
- E. **Compensation of Officers.** No officer who is a member of the Board may receive any compensation from the Association for acting as an officer, unless the compensation is approved by a vote of the Owners. The Board may fix any compensation to be paid to an officer who is not a Board member. An officer may be reimbursed for actual expenses incurred in the performance of the officer's duties.
- F. **Duties of Officers.** Officers shall have such duties prescribed with respect to the office by the Declaration, Bylaws, and the Board. The Board may prescribe, expand or limit the authority and duties of officers, despite anything to the contrary in this Section F. 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. Any principal officer may execute, certify, and record amendments to the Declaration on behalf of the Association in accordance with the amendment provisions of the Declaration. Subject to any expansion or limitation of the authority and duties of an officer by the Board, the general duties of the principal officers are as follows.
1. **President.** The president shall be the chief executive officer of the Association and shall exercise general supervision over its property and affairs, subject to Board oversight and Board approval for any action taken on behalf of the Association. The president shall preside at all meetings of the Association and of the Board. The president shall have the authority to sign all leases, mortgages, deeds and other written instruments.
 2. **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 shall exercise and discharge such other duties as may be required by the Board. The vice-president shall likewise have the authority to sign all leases, mortgages, deeds and other written instruments.

3. **Secretary.** The secretary shall prepare and maintain the minutes of all Meetings of the Board and the minutes of all meetings of the Association. The secretary shall keep and make available records in the manner required by Article IX. The secretary is responsible for the preparation, maintenance and preservation of the records and information required to be kept by the Association under these Bylaws, by the Act, and by Section 16-6a-1601 of the Utah Revised Nonprofit Corporation Act, and has charge of such books, papers and records as the Board may direct. The secretary is responsible for authenticating records of the Association, and in general, shall perform all the duties incident to the office of secretary. The Board may delegate to another person, including a manager, any of the duties of the secretary.
4. **Treasurer.** The treasurer shall have responsibility for the Association's funds and securities not otherwise held by a manager, and shall be responsible for causing full and accurate accounts of all receipts and disbursements to be kept in records belonging to the Association and for cooperating with the secretary to ensure financial records are kept and made available in accordance with these Bylaws and the law. The treasurer is responsible for causing the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may, from time to time, be designated by the Board and disbursing funds as directed by the Board.

ARTICLE VII COMMITTEES OF THE BOARD

- A. **General Powers:** The Board may create one or more committees of the Board to provide the advice, service, and assistance to the Association as specified by the Board, and to carry out the duties and responsibilities for the Association as be specified by the Board. A committee of the Board and the members of the committee are subject to the provisions of Article V of these Bylaws that govern action without meeting, notice, waiver of notice, and quorum and voting requirements.
- B. **Number, Tenure and Qualifications:** The number of members of a committee of the Board is three or greater. The Board may decide the period of time a committee member shall hold the position, if elected by the Board members, and if no such determination is made, a member shall hold the position for one year. Members of the committee can simultaneously serve as Board members.

ARTICLE VIII ARCHITECTURAL COMMITTEE

- A. The ARC is composed of three (3) members, including at least one member from the Board of Directors. The ARC and the members of the ARC are subject to the provisions of Article V of these Bylaws that govern action without meeting, notice, waiver of notice, and quorum and voting requirements.

- B. Members of the ARC are appointed by the Board of Directors for two-year terms. One member shall be appointed one year and two the next so that their terms are staggered. The Board of Directors may choose at any time to act as the ARC without appointing committee members.

ARTICLE IX RECORDS

- A. **Records Kept.** The Association shall maintain within the state of Utah all documents, information and other records of the Association in accordance with the Governing Documents, the Community Association Act and the Utah Revised Nonprofit Corporation Act.
- B. **Permanent Records.** The Association shall keep (or cause to be kept) as permanent records: (1) the Declaration, Bylaws and Articles of Incorporation, (2) minutes of all meetings of the Association and of the Board, (3) a record of all actions taken without a meeting by the Association or the Board, (4) a record of all actions taken by a committee of the Board in place of the Board on behalf of the Association, and (5) a record of all waivers of notices of meetings of Members and of the Board or any committee of the Board.
- C. **Rules, Accounting, Membership List.** The Association shall maintain (1) a record of the Rules and policies adopted by the Association, (2) appropriate accounting records, and (3) a record of its Members in a form that permits preparation of a list of the name and address of all Members in alphabetical order and showing the number of votes each Member is entitled to vote.
- D. **Assessment Record.** The Association shall keep an Assessment record containing an account for each Lot. The account shall designate the Lot number, the name and address of the Owner or Owners, the amount of each Assessment against the Owner, the dates and amounts in which the Assessment comes due, the amounts paid upon the account, and the balance due on the Assessments.
- E. **Certain Records.**
1. A copy of the Association's: (1) Governing Documents, (2) most recent approved minutes, and (3) most recent budget and financial statement shall be kept and made available by the Association to Owners without charge, through the Association website, or, if the Association does not have an active website, then physical copies of the documents shall be made available to Owners during regular business hours at the Association's address registered with the Department of Commerce's Utah HOA Registry,

2. In addition, the Association shall keep a copy of each of the following records at its principal office (copies of such records kept electronically by an Association officer or manager shall satisfy this requirement regardless of where located as long as such electronic records are capable of being transmitted to, or viewed by, others, such as via email from an electronic storage medium or via website): (1) all Governing Documents; (2) the most recent reserve analysis; (3) the certificate of insurance for each insurance policy the Association holds; (4) the minutes of all Association meetings for a period of three years; (5) records of all action taken by Owners without a meeting for a period of three years; (6) all written communications to Owners generally as Owners for a period of three years; (7) a list of the names and business or home addresses of the current Board members and officers; (8) a copy of its most recent annual report (annual renewal) delivered to the Division of Corporations under Utah Code § 16-6a-1607; and (9) all financial statements prepared for periods ending during the last three years, if any, that show in reasonable detail the assets and liabilities and results of the operations of the Association.

F. **Form of Records.** The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. "Written form" does not mean exclusively paper form. The Association may maintain any of its records by retaining an electronic record of the information in the record that: (1) accurately reflects the information set forth in the record after it was first generated in its final form as an electronic record or otherwise, and (2) remains accessible for later reference.

G. **Financial Reports and Audits.** Upon written request by an Owner, an annual report of the receipts and expenditures of the Association and a balance sheet showing assets and liabilities shall be rendered by the Board to the person making the request within ninety days after the end of each fiscal year. From time to time, the Board, at the expense of the Association, may obtain an audit by a certified public accountant or other financial review of the books and records pertaining to the Association.

H. **Availability of Records to Owners.** An Owner is entitled to inspect, copy or receive records of the Association in accordance with Section E, subsection 1 above and this Section H.

1. Records an Owner is Entitled to View. An Owner is entitled to inspect, copy or receive the records described in Sections B, C and E of this Article.
2. Owner May Elect Method. An Owner may elect whether to: (1) view and copy records in person, (2) receive hard copies of records, or (3) receive the records electronically.
 - (a) In Person. If an Owner elects to view and copy records in person, the Owner must bring imaging equipment to the inspection which shall be at a reasonable place, and during such hours, specified by the Association and the Association shall provide the necessary space, light, and power for the imaging equipment.

- (b) Receive Hard or Electronic Copies. If an Owner elects to receive hard copies of records or to receive records electronically, the Owner may request a recognized third-party duplicating service to make the copies and any necessary electronic scans of documents, in which case, the Association shall arrange for the delivery and pick up of the original documents, and the Owner shall pay the duplicating service directly. If the Association makes the copies or electronic scans, the Owner shall pay the Association the reasonable cost of the copies or of any necessary electronic scans of documents, which may not exceed: (1) the actual cost that the Association paid to a recognized third party duplicating service to make the copies or electronic scans; or (2) if an agent of the Association makes the copies or any electronic scans, 10 cents per page and \$15 per hour for the person's time making the copies or electronic scans.
3. Availability of Records Kept at Principal Office. An Owner shall give the Association written request at least 5 business days before the date on which the Owner wishes to inspect, copy or receive any of the records required to be kept at the Association's principal office in subsection E.1 above.
4. Proper Purpose Required for Certain Records. An Owner must make written request to the Association at least 5 business days before the date on which the Owner wishes to inspect, copy or receive either the Membership list or accounting records other than the most recent budget or a financial statement prepared for periods ending during the last three years, and: (1) the request must be made in good faith and for a proper purpose; (2) the Owner must describe with reasonable particularity both the purpose and the records the Owner desires to inspect; and (3) the records must be directly connected with the described purpose.
5. Redaction; Records Not Subject to Inspection. The Association may redact a Social Security number, a bank account number, and any communication subject to attorney-client privilege from any document the Association produces for inspection or copying. The Board may withhold from inspection or copying any records: (1) considered by the Board in executive session and the minutes of any executive session, or (2) that in its reasonable business judgment would constitute an unwarranted invasion of privacy.

ARTICLE X
CONTRACTS, LOANS, CHECKS AND DEPOSITS

- A. **Contracts:** The Board of Directors may authorize any agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HOA, and such authority may be general or confined to specific instances.
- B. **Loans:** No loans will be contracted on behalf of the HOA and no evidences of indebtedness will be issued in its name. No loan will be made by the HOA secured by its shares.

- C. **Checks, Drafts, etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the HOA, agent or agents of the HOA and in such manner as will from time to time be determined by resolution of the Board.
- D. **Deposits:** All funds of the HOA not otherwise employed will be deposited from time to time to the credit of the HOA in such credit unions, banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XI FISCAL YEAR

The fiscal year of the HOA will begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XII AMENDMENT

Approval of a majority of the voting rights of all Owners is required to amend these Bylaws, except that certain provisions in Article V, Section D, Article V, Section I and Article IX of these Bylaws reflect requirements or limitations imposed by law at the time of adoption of these Bylaws and are included for that reason. If such a restriction or limitation is changed or removed in the law after recording of these Bylaws, the Board may change the applicable section to restate or reflect then current law by adopting and recording an amendment to these Bylaws and no approval of the Owners is required. An amendment shall not be effective until certified by the president of the Association as being adopted in accordance with these Bylaws, acknowledged, and recorded against the Lots in the records of the county recorder.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS

Each director of the HOA, now or hereafter serving as such, will be indemnified by the HOA against any and all claims and liabilities to which he or she has or will become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the HOA will 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 will be indemnified against any claim or liability or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence. The right of indemnification hereinabove provided for will not be exclusive of any rights to which any director of the HOA may be entitled by law, agreement, or otherwise.

ARTICLE XIV
GENERAL PROVISIONS

- Construction:** In the event any parts of these Bylaws are found to be void, the remaining provisions of this Agreement will nevertheless be binding with the same effect as though the void parts were deleted. This Agreement is made in Washington County, Utah and will be construed according to the laws of the state of Utah.
- Dissolution:** The process for the dissolution of the HOA in Utah requires the board members to propose dissolution to the members of the HOA. Once dissolution has been proposed, HOA members need to reach a majority vote in favor of dissolution. Should a majority vote be in favor of dissolution, a real estate attorney specializing in HOA's must oversee the steps and process for dissolution. A plan of dissolution must be drafted by the board to distribute assets and debts. Once approved by HOA members, an Articles of Dissolution needs to be filed with the Utah Division of Corporations and Commercial Code. An HOA is considered fully resolved upon filing or the date listed on its Articles of Incorporation. Once the HOA is dissolved the Subdivision may be deemed as a private community.
- Benefit:** These Bylaws are binding upon and operate for the benefit of the Owners and their respective executors, administrators, successors, and assigns.

IN WITNESS WHEREOF, the Board of Directors has caused these Bylaws to be executed by a duly authorized officer on this 14 day of FEB, 2024.

**WHISPERING PINES
OWNERS ASSOCIATION**
a Utah nonprofit corporation

Sign: [Signature]
Print Name: ANDREW LEE
Title: PRESIDENT

STATE OF UTAH)
County of Washington)
SS:

Subscribed and sworn to before me on this 14 day of Feb, 2024 by
Andrew Lee

[Signature]
Notary Public

