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SANPETE COUNTY CORPORATION
For: PROPERTY OWNERS ASSOCIATION O
F OAKER HILLS OAKER HILLS

BY-LAWS
OF
PROPERTY OWNERS ASSOCIATION OF OAKER HILLS
PHASE I LOTS # 101-149 PHASE II LOTS # 201-250
0000024701 to 0000024800
A NON-PROFIT CORPORATION

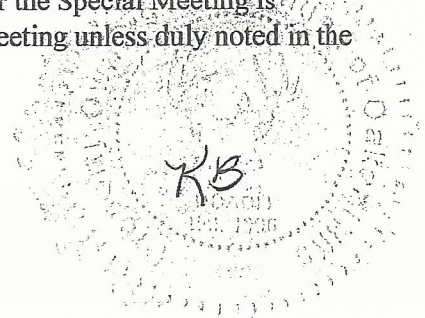
ARTICLE I
OFFICE

The principle office of the Association shall be:
HC13 Box 4203
Fairview, Utah 84629

ARTICLE II
MEETINGS OF MEMBERS

Section 2.1 Annual Meeting: The Annual Meeting of the Members Shall be held on the second (2nd) Saturday in May of each year at the principle office of the Association, or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice, provided, however, that whenever such date falls upon a legal holiday, the meeting shall be held on the next succeeding Saturday and further provided that the Board of Trustees may, by resolution, fix the date of the Annual Meeting at such other date as the Board of Trustees may deem appropriate. At such meeting, the members shall elect Trustees for one (1) year terms to serve until successors shall be elected and shall qualify. Only members of the Association shall be elected Trustees.

Section 2.2 Special Meetings: Special meetings of the members may be called by the President, by majority of the Board of Trustees, or by any number of members whose holdings shall not be less than one-third (1/3) of the membership of the Association and shall include the reason for the special meeting. All special meetings shall be held at the principle office of the Association, unless directed otherwise by the Board of Trustees in the notice of the meeting letter. The Board of Trustees shall set a time and date for the Special meeting within sixty (60) days after the trustees meeting when the receipt of the request for the Special Meeting is received. No other business shall be conducted at this Special Meeting unless duly noted in the letter of notice of the Special meeting.



Section 2.3 Notice of Meetings: Notice of all Annual and Special Meetings of the members shall be given in accordance with the statutes of the State of Utah and directed to each such member at his/her address as it appears on the members' record book or other records of the Association, unless he/she has have filed with the Association Secretary, a written request that such notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. The notice provided for in the forgoing sections is not indispensable and any Members' meeting shall be deemed validly called for all purposes if all the outstanding memberships of the Association are represented thereat in person or in proxy, or after said meeting shall be duly executed in writing either before or after said meeting by those members not so represented and not given such notice. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him/her.

Section 2.4 Presiding Officer & Order of Business: At each meeting of the Members, the President, or in their absence, the Vice President, shall act as Chairman of the meeting. The Secretary, or in their absence such person as may be appointed by the Chairman, shall act as Secretary of the meeting. So far as is consistent with the purposes of the meeting. Members wishing to be on the agenda must submit a request in writing thirty (30) days prior to the date of meeting for a five (5) minute time slot at the meeting. The order of business shall be as follows:

1. Call to Order.
2. Presentations of proofs of and calling of the meeting.
3. Roll call and presentation and examination of proxies.
4. Reading of the minutes of the previous meeting.
5. Reports of Officers and Committees.
6. If the Annual Meeting, the appointment of inspectors of election, if any.
7. If the Annual Meeting, the election of Trustees.
8. Unfinished Business.
9. New Business.
10. Adjournment.

Section 2.5 Voting Guidelines: When a quorum is present in person or by proxy at any meeting, the vote of the "Quorum" of the Membership shall decide any question brought before such meeting, including the election of Trustees, unless the question is one upon which, by express provision of the statutes of the State of Utah or of the Articles of incorporation or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question. All votes may be cast by the members either in person or by proxy. All proxies shall be in writing, and, in the case of proxies for the Annual Meeting, they shall be delivered to the Credentials Committee consisting of the President, Vice President, and Secretary of the Association at least ten (10) days prior to said annual meeting. Proxies for Special Members Meetings, must be of record with the Credentials Committee at least five (5) days prior to the holding of such Special Meeting. On all matters presented to a vote of the members, the holder of each membership shall have one (1) vote per lot.

No matter shall be deemed approved by the members unless it shall have been presented to and received the affirmative vote of the Quorum of the members. In case of membership owned as joint tenants, each such joint tenant shall have the number of votes determined by dividing the number of votes attributable to the membership by the number of joint tenants who own the membership.

Section 2.6 Registered Members: At the Annual Meetings of the Members, only such persons shall be entitled to vote in person or by proxy as recorded as Members upon the transfer books of the Association on the 30th day before such Annual Members Meeting. The Board of Trustees may, by resolution, fix a date in advance of the date of Special Members Meeting upon which a member must appear as a member of record on the Association's transfer books in order to be entitled to vote at such Special Members Meeting, provided, however, that the said date shall in no event be fixed at less than ten (10) nor more than thirty (30) days prior to the date set for such meeting.

Section 2.7 Quorum: At the meetings of the members, 40 memberships of the Association present in person or by proxy, one membership per lot, shall constitute a quorum of the members for all purposes. In the absence of a quorum, the chairman of the meeting may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until holders of the amount of memberships requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

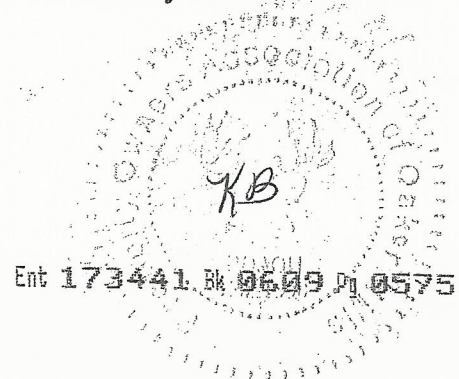
Section 2.8 Waiver of Irregularities: All inaccuracies and/or irregularities in calls, or notices of meetings and in the manner of voting, form of proxies, credentials and method of ascertaining those present shall be deemed waived by any persons having actual notice, verbal or written, or by appearance at the meeting.

ARTICLE III BOARD OF TRUSTEES

Section 3.1 Responsibilities: The Business and Property of the Association shall be managed by its Board of Trustees (herein designated and referred to as the " Trustees"). The Board of Trustees MAY NOT, however enter into management agreement or agreements. The Board of Trustees may appoint ' Assignees ' to perform specific tasks as the Board of Trustees deem necessary.

Section 3.2 Vacancies: In case of any vacancy in the Board of Trustees, the remaining members of the Board may elect a successor Trustee or Trustees, to hold office until the next Annual Meeting of the Members.

Section 3.3 Regular Meetings: A regular Annual Meeting of the Board of Trustees shall be held immediately after adjournment of each Annual Members Meeting at the place at which such members meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Trustees may from time to time by resolution provide.



Section 3.4 Special Meetings: Special Meetings of the Board of Trustees shall be held whenever called by the President, the Vice President, or by the majority of the Board of Trustees. No meeting may be held without all Trustees having had prior notice of the time and place. Notice of all calls and meetings of the Board of trustees shall be as provided in the By-Laws per Utah State Statutes.

Section 3.5 Quorum: A quorum for the transaction of business at any meeting of the Trustees shall consist of a majority of the Trustees then in office.

Section 3.6 Committees: The Board of Trustees may, by resolution passed by the majority of the Board, designate one or more Committees, each Committee to consist of two (2) or more of the members of the Board of Trustees as per Utah State Code: 16-6a-817, which, to the extent provided in said resolution, shall have and may exercise the powers in said resolution set forth. Such Committee or Committee's shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees. Such committees shall make regular reports of their proceedings and report the same to the Board of Trustees when required. The President may appoint persons to fill vacancies on each of said Committees occasioned by death, resignation, removal or inability to act for any extended period of time.

Section 3.7 Compensation: Trustees shall NOT receive any stated salary for their services.

Section 3.8 Additional Facilities: The Board of Trustees shall have the authority to provide such facilities, in addition to those for which provision has already been made, as it may deem to be in the interest of the members.

Section 3.9 Audit Committee: The Audit Committee shall be appointed from the Board of Trustees then in Office. The audit committee shall audit the Associations records on a yearly basis prior to the annual membership meeting. The chairman of the Audit Committee shall give the audit report at the annual meeting of the members of the Association.

Section 3.10 Liability of Trustees: Utah State statutes 16-6a-823 1-a & 1-B No volunteer Trustee or Officer of the Association may be held personally responsible by any other Member/ Officer of the Association for monetary or other damages for any action taken or any failure to take action as a Trustee/Officer.

Section 3.11 Number of Trustees: The Board of Trustees shall consist of NOT more than seven (7) and NOT less than five (5) members. All Trustees shall be Members of the Association and current on their Association Assessments.

Section 3.12 Assignees: Members may be assigned special tasks to perform by the Board of Trustees. Assignees report to the Board of Trustees.



ARTICLE IV
OFFICERS

Section 4.1 Selection of Officers: The Trustees shall elect or appoint the officers of the Association. Such selection or appointment shall regularly take place at the first meeting of the Trustees immediately following the Annual Meeting of the members; provided, however, that election of Officers may be held at any other meeting of the Board of Trustees.

Section 4.2 Additional Officers: The Board of Trustees may appoint such other Officers, in addition to the Officers herein below expressly named, as they shall deem necessary, who shall have authority to perform such duties as may be prescribed from time to time by the Board of Trustees or by the President.

Section 4.3 President: The President shall be Chief Executive Officer of the Association and shall exercise general supervision over its property and affairs. He/she shall sign on behalf of the Association as determined by the Board of Trustees and shall do and perform all acts and things which the Board of Trustees may approve or require of him/her. The President shall be invited to attend meetings of each Committee.

Section 4.4 Vice-president: In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. He/she shall perform such other duties as the Board of Trustees may impose upon him/her.

Section 4.5 Secretary: The Secretary shall keep the minutes of the Association, its membership books and such books and records as the By-Laws or any resolution of the Trustees may require He/She keep. He/she shall be the custodian of the seal of the Association and shall affix the seal to all papers and instruments requiring it. He/She shall perform such other service as the Board of Trustees may fix or approve. One or more assistant Secretaries may be elected, who shall, in the event to the Secretaries absence or inability to act, perform the duties and functions of the Secretary.

Section 4.6 Treasurer: The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Trustees and shall, when requested by the President to do so, report the state of finances of the Association at each annual meeting of the members and at any meeting of the Trustees. He/She shall perform such other services as the Board of Trustees may require of Him/Her.

Section 4.7 Association Account: The Association Account shall to be established with a financial institution as selected by the Board of Trustees and must be set up to have four (4) officers signatures on the account. Disbursement from this account requires two (2) signatures on each check or withdrawal.

Section 4.8 Compensation: Officers shall NOT receive any stated salary for their services.



ARTICLE V
MISCELLANEOUS PROVISIONS

SECTION 5.1 ROADS: The board of Trustees may appoint a member of the Association as an Assignee to oversee the operation of the roads.

SECTION 5.2 UTILITIES: Utilities are at the option of each property owner as long as they meet the Sanpete County Planning and Zoning Laws.

ARTICLE VI
DIVIDENDS

There shall be no dividends paid or payable by the Association. It is hereby acknowledged that the Association is organized as a Non-profit corporation under the Utah Non-Profit Corporation Cooperative Association Act, solely and strictly as an Association of Property Owners to act as an Agent for said Property Owners in the management of the project. It is not intended that the Association realize any profit on any transaction.

ARTICLE VII
ANNUAL STATEMENT

The Board of Trustees shall present at each Annual Meeting, and when called for by vote of the members at any Special Meeting of the members, a full and complete statement of the condition of the Association and Membership as a whole.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Association shall be from June 1st to May 31st of the following year, or as established by the Board of Trustees.

ARTICLE IX
BUILDING RULES

The Board of Trustees shall have the power to adopt and establish, by resolution, such building, management and operational rules as the Board of trustees may deem necessary for the maintenance, operation, management and control of the project, and the Board may from time to time, by resolution, alter, amend and repeal such rules. Members who shall also be owners of lots in the project, shall at all times obey such rules and see that they are faithfully observed by those persons over whom they have or may exercise control and supervision, it being understood that such rules shall apply and be binding upon all members of the Association and upon all owners and occupants of the Project.

