

Aspen Acres Association Articles of Incorporation and By-Laws (with Amendments)

Articles of Incorporation of Aspen Acres Association (a non-profit corporation)

Organized under the provisions of Chapter 6, Title 16, Utah Code Annotated 1953

STATE OF UTAH

COUNTY OF SALT LAKE ss.

I, **Kenneth L. Stahr**, of Salt Lake City, Salt Lake County, State of Utah, do solemnly swear that at a meeting of the members of **Aspen Acres Association** held at Hotel Utah, Salt Lake City, Salt Lake County, State of Utah on the **29th day of August, 1962** upon due and proper acknowledgement by each of them at the meeting, it was decided by a unanimous vote of the members that a nonprofit corporation be formed pursuant to, and in conformity with, the provisions of Chapter 6, Title 16, Utah Code Annotated, 1953, with such rights and obligations as may be prescribed by law under the following:

Article I – Name

The name of this Corporation is **Aspen Acres Association**.

Article II – Purposes and Objectives

The purposes for which the corporation is organized and for which it will operate are as follows:

1. **Representation of property owners.** To provide an entity for the representation of all the property owners in the Aspen Acres summer home area, located approximately ten (10) miles east of Oakley, Utah, in Summit County, for the purpose of:
 - a. **Water rights and systems.** Improving the water rights of the members in said area and the water system serving them and to represent the property owners in all matters pertaining to their ownership and contracts to acquire water for use upon their individual lots.
 - b. **Roads.** Representing the property owners in connection with the development, improvement and maintenance of streets and roads to and through the properties of the members.
 - c. **Beautification.** Assisting the members in the improvement of their properties and the beautification of the area so as to preserve the natural surroundings and improve property values in the area.
 - d. **Representation before government.** Representing the members before any county or state governmental agency concerning any problem or problems

which are common to all of the members, including such matters as taxes, zoning, water rights, road development, snow removal, fire protection, etc.

- e. **Community projects.** Developing, constructing, or obtaining the construction of any other community project or facility for the use and benefit of the members and their families.

2. **Acts incidental or beneficial to the foregoing purposes,** including but not restricted to:

- a. Accepting gifts of moneys and property, real, personal, tangible, intangible or mixed.
- b. Taking and holding title to real and personal property of any and all nature and description.
- c. Dealing with and managing such property, real and personal, of any and all nature and description in such manner and as fully as could a natural person having title thereto.
- d. Investing the surplus funds of the corporation, if any, from time to time in such stocks, bonds and such other investments as the Board of Directors shall deem proper.
- e. In taking and holding title and managing and dealing with such property, real and personal, as described above the corporation shall do so for the purpose of carrying out the foregoing objects and purposes.
- f. The corporation shall at no time mortgage or otherwise encumber any of its real or personal property; provided, however, that with the consent and approval of not less than three-fourths (3/4) of all of the members of the Board of Directors said property may be encumbered or mortgaged for an amount not to exceed twenty-five percent (25%) of the fair market value of such property.
- g. Employing attorneys, accountants, engineers, or others to represent the corporation or to perform any services necessary or desirable in carrying out the foregoing objects and purposes.

The foregoing pursuits and activities of the corporation shall be carried out, not for the pecuniary profit or benefit of the members, Board of Directors, or officers of the corporation or any person or group of persons, but for the aforesaid objects and purposes. This shall not preclude, however, the payment of reasonable compensation for services actually rendered to the corporation in effecting one or more of the corporate purposes, upon approval by the Board of Directors.

Article III – Dividends and Stock

No dividends shall be declared or paid by the corporation and the corporation shall have no authority to issue capital stock.

Article IV – Place of Business

The principal place of business of the corporation shall be at Salt Lake City, Salt Lake County, State of Utah, but an office may also be established in the area where the members' properties are situated in Summit County, State of Utah.

Article V – Duration

The corporation shall have perpetual existence.

Article VI – Members

Qualification. The individuals whose signatures appear upon these Articles of Incorporation shall constitute the original members of the corporation. All subsequent members shall be property owners in the Aspen Acres summer home area of Summit County, Utah who own title to or are purchasing under contract at least one lot in said summer home area. Each person prior to becoming a member of the corporation must be approved by the Board of Directors and must pay the fee which has been fixed by the Board of Directors for the year in which they are admitted.

Membership fee. Each year the Board of Directors shall meet and determine an annual fee to be paid by each member. This fee shall cover all of the operating expenses of the corporation for the year and shall be based upon a budget to be prepared by the Board of Directors. The annual membership fee shall be paid as specified in the By-Laws and in the event any member fails to pay his or her annual membership fee, the Board of Directors, in accordance with the procedure set forth in the By-Laws, may forfeit the rights of a member and cancel his or her membership in the corporation. The membership fee may be based upon the number of lots owned by the particular member in the area.

Membership certificates. The Board of Directors may cause to be issued a membership certificate to each member of the corporation either on an annual or permanent basis in such form as the Board of Directors may determine. This certificate shall not constitute the member a stockholder and shall merely evidence the existence of membership in the corporation with such rights as provided herein and in the By-Laws of the corporation.

Article VII – Board of Directors and Officers

Number. The corporation shall have a Board of Directors which shall consist of not less than three (3) or more than fifteen (15) members as the Board of Directors may from time to time determine. In order to qualify as a director, a person must also be a member of the corporation.

Election. The Board of Directors shall serve for a term of one year or until their successors are duly elected and shall qualify. The Board of Directors shall be elected by the members

at their annual meeting at which meeting each member shall be entitled to one vote either in person or by written proxy.

Officers. After their election the Board of Directors shall meet and select a President, Vice-President, and a Secretary and Treasurer. The same person may at the same time act as both Secretary and Treasurer.

Vacancies. All vacancies in the Board of Directors shall be filled by appointment by the Board of Directors and the person thus appointed shall serve until his successor shall be duly elected and shall qualify.

First Directors and Officers. The directors and officers who shall serve until the first annual meeting of stockholders are as follows (names and addresses as they appear in the original document):

Name	Title	Address
Kenneth L. Stahr	President & Director	2625 Hartford Drive, Salt Lake City, Utah
John R. Ward	Vice President & Director	1249 East 2770 South, Salt Lake City, Utah
(Name partially obscured in the original scan – appears to be [Seegmiller] , Secretary-Treasurer & Director)	Secretary-Treasurer & Director	1210 South 11th East, Salt Lake City, Utah
Robert G. Cecil	Director	1259 Nocturne Drive, Salt Lake City, Utah
George A. Reynolds	Director	4774 Oak Terrace, Salt Lake City, Utah
Vern J. Keener	Director	127 – 7th Avenue, Salt Lake City, Utah
Paul J. Carpenter	Director	1653 Redondo Avenue, Salt Lake City, Utah

Article VIII – Board of Directors – Meetings and Duties

A majority of the Board of Directors elected or appointed shall be authorized to transact the business and exercise the corporate powers of this corporation and for such purpose shall form and constitute a quorum. The Board of Directors may appoint agents and employees, fix their salaries and duties, and remove them at will.

The Board of Directors shall have the further power to make, alter and repeal By-Laws provided, however, that such By-Laws shall not be in conflict with these Articles of Incorporation or the laws of the State of Utah.

A general meeting of the Board of Directors shall be held immediately following each annual meeting of members for the purpose of electing officers of the corporation for the ensuing year. Regular meetings of the Board of Directors shall be held at such intervals or at such times and places as the Board of Directors may determine.

Special meetings of the Board of Directors may be called from time to time by the President; in his absence by the Vice-President, or by a majority of the Directors. Notice of all directors' meetings shall be given a reasonable time in advance to each director. Meetings may be held at the principal place of business of the corporation or at such other place or places as the Board of Directors may determine.

A resolution in writing signed by all of the directors and filed with the records of the corporation shall be as valid and binding as if it had been passed at a meeting of the Board of Directors duly called and constituted.

Article IX – Annual Meeting of Members

The first annual meeting of the members for the election of directors shall be held at such place, either in Summit County or Salt Lake County, as the Board of Directors may determine on the **First Wednesday in May, 1963**, and there shall be an annual meeting of members for the purpose of attending to any other business that may lawfully come before said meeting at the same hour and day of each succeeding year thereafter at the place designated by the Board of Directors in the notice of said meetings.

Special meetings of the members may be called at any time by a majority of the Board of Directors. Notice of all special and regular meetings of the members shall be given to each member by depositing a notice giving the time and place of said meeting in the United States mails, postage prepaid, addressed to the last known address of said members. Such mailing of notice shall be given at least ten (10) days prior to the date set for said meetings.

Article X – Liability of Members

The private property of the members shall not be liable for the debts and obligations of the corporation.

Article XI – Dissolution

This corporation may be dissolved only in accordance with the laws of the State of Utah then in effect or by agreement of all of the members at such time as the corporation has no assets or liabilities.

Kenneth L. Stahr (signature)

Subscribed and sworn to before me this **29th day of August, 1962**.

Edna Richardson (signature)

Notary Public – Residing at Salt Lake City, Utah

My commission expires July 14, 1964

By-Laws of Aspen Acres Association (A nonprofit corporation)

Article I – Name

The name of this corporation is **Aspen Acres Association**.

Article II – Place of Business

The principal office of the corporation shall be in Salt Lake City, Salt Lake County, State of Utah. The corporation may also establish an office in Summit County at or near the location of the properties of its members.

Article III – Purposes

The purposes of this corporation shall be as stated in the Articles of Incorporation.

The activities and pursuits of the corporation shall be carried out for the charitable purposes stated in the Articles of Incorporation and not for the pecuniary benefit or profit of any member, director, officer, person or group. This shall not preclude, however, the payment of reasonable compensation for services actually rendered to the corporation.

No dividend shall be declared or paid by the corporation and the corporation shall have no authority to issue capital stock.

Article IV – Directors

1. **Number.** The number of directors shall be as stated in the Articles of Incorporation. Until a determination is made in the future by the Board of Directors, the present Board shall consist of seven directors. No person shall become a member of the Board of Directors who is not also a member of the corporation. In the event any vacancy shall occur because of the death, resignation, incapacity to act, or removal of a director, such vacancy shall be filled by the remaining members of the Board of Directors and the director so appointed shall hold office until the next annual meeting of the members or until his successor shall be duly elected and shall qualify.
2. **Election of Directors.** The Board of Directors shall be elected at the annual meeting of the members by a plurality vote of the members present at the meeting, or as authorized by a member, not present, in his written proxy. Each director will be elected to not more than two consecutive two-year terms, except that at the 1963 annual meeting only, four directors will be elected for a one-year term and any director who was elected at the organizational meeting August 29, 1962 may be re-elected at the 1963 meeting to serve one more term of either one or two years.
3. **Meetings.** The directors may hold their meetings and may have one or more offices at such places as they may from time to time determine by resolution. The Board of Directors may by resolution fix the time and place of a regular monthly or quarterly meeting. Regular meetings of the Board of Directors may be held at such time and place either within or without the State of Utah as shall be determined by the resolution of the Board.

4. **Special meetings.** Special meetings of the Board of Directors may be called by the President or by two of the directors or more upon five days' advance notice to each director given either personally or by mail or by telegram.
5. **Quorum and voting.** The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors except as to those matters provided for herein or in the Articles of Incorporation which expressly require a three-fourths (3/4) vote of all members. Any action by a majority of the Board, although not at a regularly called meeting, and the record thereof, if consented to in writing by all of the members of the Board shall be as valid and effective in all respects as if passed by the Board in a regular meeting.
6. **Management of property.** The property and business of the corporation shall be managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts or things as are authorized by the Articles of Incorporation and the laws of the State of Utah. The Board of Directors shall elect directors to fill vacancies; the Board of Directors shall, as hereinafter provided, determine the qualifications of members and elect members of the corporation.
7. **Committees.** The Board of Directors may by resolution or resolutions designate one or more committees, each committee to consist of two or more directors of the corporation, which to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committees, if appointed, shall keep regular minutes of their proceedings and shall report the same to the Board of Directors when required.
8. **Compensation.** Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors may be reimbursed for out-of-pocket expenses incurred in the performance of corporation business and for special services rendered.

Article V – Officers

1. **Officers enumerated.** The Board of Directors may, but shall not be required to, appoint the following officers: President, a Vice-President, a Secretary, and a Treasurer. Any two offices, except the offices of President and Secretary, may be held by the same person.
2. **Assistant officers.** The Board may appoint additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
3. **Salaries.** The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

4. **Term and removal.** The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.
5. **Powers.** The officers, if any, provided for in this Article shall possess only such powers and authorities as may be expressly provided in a resolution or resolutions of the Board.
6. **President.** The President shall be the chief administrative officer of the corporation; he shall preside at all meetings of the members and directors, shall be ex-officio a member of all standing committees, shall have general supervision of the activities and pursuits of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall, if authorized by resolution of the Board of Directors, execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.
7. **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.
8. **Secretary.** The Secretary shall attend all meetings of the Board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, shall perform such other duties as may be prescribed by the Board of Directors or the President. He shall keep in safe custody the seal of the corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring a seal, and when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.
9. **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation if and as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and the financial condition of the corporation. Upon request of the Board, he shall give the corporation a bond in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful

performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Article VI – Members

1. **Eligibility.** In order to be a member of the corporation, a person must be the owner of or the purchaser under a real estate contract of one summer home property site at the Aspen Acres area located approximately 10 miles east of the town of Oakley, Summit County, Utah. Members, in order to qualify as such, shall be elected to such position by the Board of Directors upon the payment of the annual membership fee to be fixed by the Board of Directors from time to time.
2. **Annual membership fee.** The Board of Directors shall in each year subsequent to the year of organization meet together prior to the first day of June and fix an annual membership fee to be paid for each member of the corporation. The membership fee for said year shall be fixed by the Board of Directors and shall be paid within the period specified by the resolution of said Board. The annual membership fee to be determined by the Board of Directors may be based upon either the number of lots owned by the member or the total number of square feet or acreage owned or being acquired by each member.
3. **New members.** Any new member applying for membership in the Association during any calendar year shall be required to pay the full membership fee for the year in which such member joins plus all back dues, penalties, fines, fees and/or assessments against the lot or lots to be owned by the prospective member from 1962 to the date membership is approved. The balance of Article VI, Section 3 in the By-Laws remains as amended by later amendments (see below).

Article VII – Dissolution

The corporation may be dissolved in accordance with the laws of the State of Utah in effect at the time of such dissolution.

Article VIII – General Provisions

1. **Checks.** All checks or demands for money and notes, contracts and conveyances shall be signed by such officers as the Board of Directors may from time to time designate.
2. **Corporate seal.** The corporate seal shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Utah.”

Article IX – Amendments

These By-Laws may be altered, amended or repealed from time to time by a vote of three-fourths (3/4) of the members or the Board of Directors.

Certification of By-Laws

The undersigned hereby certify that we constitute all of the members of the duly appointed, qualified and acting Board of Directors of **Aspen Acres Association** and that the foregoing are the By-Laws of said corporation duly adopted by us at a meeting of the Board of Directors held on the **29th day of August, 1962**.

Kenneth L. Stahr /s/ John R. Ward
J. Garth Seegmiller /s/ Robert G. Cecil
Geo. A. Reynolds /s/ Vern J. Keener
Paul J. Carpenter

Amendments to the By-Laws of Aspen Acres Association

Amendment I – Amendment to Section 2, Article IV (May 20, 1963)

Section 2, Article IV of Aspen Acres Association By-Laws is amended and hereinafter changed to read as follows:

Section 2. The Board of Directors shall be elected at the annual meeting of the members by a plurality vote of the members present at the meeting, or as authorized by a member, not present, in his written proxy. Each director will be elected to not more than two consecutive two-year terms except that at the 1963 annual meeting only, four directors will be elected for a one-year term only and any director who was elected at the organizational meeting August 29, 1962 may be re-elected at the 1963 meeting to serve one more term of either one or two years.

Amendment II – Amendment to Section 3, Article VI (July 21, 1963)

Section 3, Article VI of Aspen Acres Association By-Laws is amended to hereinafter read as follows:

Section 3. Any new member applying for membership in the Association during any calendar year shall be required to pay the full membership fee for the year in which such member joins. All existing members of the Association shall pay their membership fee on or before the first day of July of each year and in the event a member fails to pay said fee prior to said date, his or her membership shall be forfeited and may not be reinstated unless a reinstatement fee in an amount fixed by the Board of Directors is paid to the Association.

Amendment III – Amendment to Section 3, Article VI (August 15, 1968)

Section 3, Article VI of Aspen Acres By-Laws is amended to hereinafter read as follows:

Section 3. Any new member applying for membership in the Association during any calendar year shall be required to pay the full membership fee for the year in

which such member joins plus all back dues, penalties, fines, fees and/or assessments against the lot or lots to be owned by the prospective member from 1962 to the date membership is approved. The balance of Section 3 beginning with "All existing members..." will remain the same.

Amendment IV – Amendment to Section 6, Article IV (August 28, 1974)

Section 6, Article IV of Aspen Acres By-Laws is amended to hereinafter read as follows:

Section 6. The property and business of the corporation shall be managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts or things as are authorized by the Articles of Incorporation and the laws of the State of Utah. The Board of Directors shall elect directors to fill vacancies; the Board of Directors shall, as hereinafter provided, determine the qualifications of members and elect members of the corporation.

Amendment V – Amendment to Section 3, Article VI (August 28, 1974)

Section 3, Article VI of Aspen Acres By-Laws is amended to hereinafter read as follows:

Section 3. Any new member applying for membership in the Association during any calendar year shall be required to pay the full membership fee of the year in which such member joins plus all back dues, penalties, fines, fees and/or assessments against the lot or lots to be owned by the prospective member from 1962 to the date membership is approved. All existing members of the Association shall pay their membership fee on or before the first day of July of each year and in the event a member fails to pay said fee prior to said date his or her membership shall be forfeited and may not be reinstated unless a reinstatement fee in the amount fixed by the Board of Directors is paid to the Association; and until so reinstated, water will be disconnected from any lots owned by that member; use of roads will be permitted only by trespass permit which the owner will be required to arrange with the Board of Directors.

Amendment VI – Amendment to Section 6, Article VI (August 28, 1974)

Section 6, Article VI of Aspen Acres By-Laws is amended to hereinafter read as follows:

Section 6. Special meetings of members may be called for any purpose or purposes. Written notice of such meetings, signed by the President or Vice-President or the Secretary or an Assistant Secretary stating the purpose, time and place of such meeting shall be delivered personally or mailed to each member at the last address furnished to the association by the member not less than fourteen (14) days prior to the meeting.

Amendment VII – Amendment to Article IV, Section 2 (August 8, 1991)

Article IV, Section 2 of the By-Laws of Aspen Acres Association is amended and hereinafter changed to read as follows:

Section 2. The Board of Directors shall be elected at the annual meeting of the members by a plurality vote of the members present at the meeting, or as authorized by a member, not present in his/her written proxy. Each member shall be eligible to cast one vote for each lot of which he/she is the legally registered and recorded owner or purchaser under a real-estate contract, and provided that all membership fees on said lot are paid in full. Each director will be elected to not more than two consecutive two-year terms, except that at the 1963 annual meeting only, four directors will be elected for a one-year term only and any director who was elected at the organization meeting August 29, 1962 may be re-elected at the 1963 meeting to serve one more term of either one or two years.

Amendment VIII – Amendments to Article VI, Sections 1, 2, 3, 4, 7 and 8 (August 8, 1991)

Section 1 (eligibility and memberships)

In order to hold a membership in the corporation, a person must be the owner of or the purchaser under a real estate contract of **one summer home property site** at the Aspen Acres area located approximately 10 miles east of the town of Oakley, Summit County, Utah. Members, in order to qualify as such, shall be elected to such position by the Board of Directors upon the payment of the annual membership fee to be fixed by the Board of Directors from time to time. A person who is the owner of more than one lot as defined above shall be deemed to have as many **“memberships”** in the Association as he/she has lots, provided that all membership fees and obligations for a specific lot and a specific membership are current and paid in full. Persons having multiple memberships in the Aspen Acres Association will be entitled to cast one vote per membership at the annual meeting to elect members of the Board of Directors. When the Board of Directors allows a “work-day credit” to be applied to the annual membership fees, members having multiple memberships may be eligible for one work-day credit for each lot owned provided he/she has a minimum of one person working on work-day for each lot where a work-day credit is requested. In the event a person with multiple lots has one or more lots upon which a membership has been revoked, but having another lot or lots upon which a membership is valid, may enjoy membership rights only for those lots with a current valid membership. Lots for which membership has been revoked or forfeited may be reinstated only upon payment of a re-instatement fee as required in Article 6, Section 3.

Section 2 (annual membership fee)

The Board of Directors shall in each year subsequent to the year of organization meet together prior to the first day of June and fix an annual membership fee to be paid for each membership in the corporation theretofore elected in order to retain his or her status as a member with valid membership rights. During the year of organization, the membership fee for said year shall be fixed by the Board of Directors and shall be paid within the period specified by the resolution of said Board. The annual membership fee to be determined by the Board of Directors may be based upon either the number of lots (memberships) owned by the

member or the total number of square feet or acreage owned or being acquired by each member.

Section 3 (membership fee for each lot)

One "Membership" in the Association may be awarded for each lot owned by any one owner or party. Any new member applying for a membership in the Association during any calendar year shall be required to pay the full membership fee for each individual lot for which a membership is requested for the year in which such membership is requested plus all back dues, penalties, fines, fees and/or assessments against each lot to be owned by the prospective member from 1962 to the date membership is approved. All existing members of the Association shall pay their membership fee for each lot owned on or before the first day of July of each year and in the event a member fails to pay said fee for a specific lot prior to said date, his or her membership for that specific lot shall be forfeited and may not be reinstated unless a reinstatement fee in an amount fixed by the Board of Directors is paid to the Association; and until so reinstated, water will be disconnected from that specific lot; use of roads to access that lot will be permitted only by trespass permit which the owner will be required to arrange with the Board of Directors.

Section 4 (powers of the members)

The powers of the members shall be only as set forth in the Articles of Incorporation and in these By-Laws and shall consist principally of the right to vote upon the election of the Board of Directors to manage the affairs of the corporation. Each member shall be entitled to cast one vote for each valid membership held in the Association (as defined in Amendment VIII, Section 1).

Section 7 (quorum)

A majority of the memberships in the Association (as defined in Amendment VIII, Section 1) represented or present in person or by written proxy at each meeting, whether annual or special, shall be requisite and shall constitute a quorum for the transaction of business. If a majority is not present at such meeting, the members may adjourn the meeting from time to time until a quorum is present.

Section 8 (vote of the members)

When a quorum is present, as above provided, a vote by a majority of the memberships represented or present shall decide any question within the province and powers of the members, except as otherwise provided in these By-Laws or by statute.

Amendment IX – Aspen Acres Association Ground Rules (January 1, 1981)

The following Ground Rules apply to all members and guests of the Aspen Acres Association. They are adopted pursuant to the Constitution and By-Laws of Aspen Acres Association and have the force of law and shall be enforceable in the courts of the State of Utah.

1. **Speed Limit.** No vehicle will be operated within Aspen Acres at a speed in excess of **twenty miles per hour** at any time. Such maximum speed will be reduced according to prevailing conditions to assure operator maintaining absolute control at all times.
2. **Driver responsibility; liability for damage or injury by horses.** Drivers of vehicles (including motorcycles, snowmobiles, etc.) within Aspen Acres may be required to show evidence of compliance with driver's Responsibility Law of the State of Utah indicating minimum liability insurance in force, or such uninsured driver or vehicle may be immediately removed from the area and use of roads and driving rights denied until such evidence of minimum coverage is furnished to the Secretary of Aspen Acres Association. Owners and users of horses within the Aspen Acres area will be held individually and jointly responsible for injury or damages caused by any horse owned or in their immediate control. Owners will maintain in force adequate insurance to cover bodily injury or property damage caused by horses owned by them. Persons using horses within the area, owned by others, will carry insurance to adequately cover liability for injury or damage to others caused by any horse in their control. Owners or users of horses in the area may be required to show evidence of such insurance coverage and failure to show such evidence will result in loss of the right to use horses in the area until evidence of coverage is furnished.
3. **Obstruction of right-of-way.** Roads in Aspen Acres are built on rights-of-way having a width of fifty feet, extending twenty-five feet from the center of the roadway onto each abutting lot. Parking on this right-of-way may be denied at any time. Any obstruction placed on this right-of-way, whether permanent or temporary, may be removed and the costs of removal will be paid by the party placing such obstruction. Vehicles parked in such a way as to prevent safe passage along any right-of-way may be towed away at the expense of the owner. No notice will be required before removal.
4. **Recreational vehicles.** The use of recreational vehicles including motorcycles, snowmobiles, and any other off-road vehicles will be confined to the established roadways. Violation of this rule, whether on private property or property of others, will be sufficient ground for absolute prohibition of the operation of such vehicles within the area. These vehicles will be required to stay within the **20 miles per hour** maximum speed.
5. **Garbage.** Each member shall keep garbage in a metal container with a fly-proof cover and remove the garbage from the area at least weekly. Trash, litter and refuse will not be allowed to accumulate. Violations will result in removal by the Association at the expense of the member, plus a penalty appropriate to the case.
6. **Waste water disposal.** Sewage disposal for the residences constructed on the project will in most cases be made by septic tank and drain fields. However, no representation is made or intended that septic tanks and drain fields will be acceptable on every lot in the project. The purchaser is advised that he must comply

with all applicable governmental regulations concerning Utah State Board of Health and the Summit County Health Department building codes. No estimate of possible cost can be furnished.

7. **Common areas.** It will be the responsibility of each member to do all things reasonably possible to preserve the natural beauty and foliage of common areas abutting his property as though it were in his care and personal use.
8. **Conservation.** No trees, scrubs, soil or rocks shall be removed from any lot or common area except as necessary to clear for building, fire protection, roads, parking or general sanitation and beautification. In event of necessary removal, the member will do the necessary conservation work to prevent erosion or damage to natural growth. Members agree that the natural growth of the area provides the maximum in desirable landscaping. Planting will be limited to scrubs, trees, grasses, etc., indigenous to the area.
9. **Water.** Available water shall be used for drinking, fire prevention, cooking and sanitary purposes, in that order, in the event there is inadequate supply for general use for all other purposes. Members and guests will exercise all possible caution to prevent contamination of the supply or damage to the system. Members will not commit nor suffer others to commit waste of water. The expense of extending the water lines from the main line to the house is that of the purchaser. A water connection permit must be obtained from the Secretary and approved by the Board of Directors before any hook ups are permitted. A water service availability fee will be assessed to each lot owner for the maintenance and repair of the system. Each lot, regardless of ownership or condition, shall be subject to this charge. Any charge made for the repair, maintenance or operation of the water line may at the option of the person, organization, or company performing such service, become a lien against each lot upon failure of the landowner to pay for the services. Such lien may be foreclosed in accordance with the provisions of the Utah Code relating to the foreclosure of liens. As of January 1, 1981 two stop and waste valves must be placed in all new private water lines. The first must be at or near the road's edge where the water line enters the private property. The second valve must be between the band hydrant and where the water line enters the structure. It will be the responsibility of the property owner to see that a detailed diagram is furnished to the Board of Directors, showing the exact placement of the water line and the location of the stop and waste valves. This water line, hydrant, and stop and waste valves will be installed at the owner's expense.
10. **Outdoor fires.** Outdoor fires will only be permitted in rock-enclosed areas cleared of combustible materials. Such fires will not be left unattended. When leaving an outdoor fire, ashes and embers will be soaked, turned, and soaked again and covered with soil. The Board of Directors may declare extreme fire danger to exist and while such condition prevails, no outdoor fires will be permitted.
11. **Shooting.** Shooting of firearms and bows and arrows within the area will not be allowed. A safety zone around the area will be established according to safety

recommendations of recognized authorities and the limits posted to the effect that no shooting will be allowed.

12. **Fences.** In order to preserve the natural beauty and open character of the area, to aid in fire prevention and control, and to prevent development of unsightly and hazardous installations, no fence will be permitted around any individual property, except that corner markers extending not more than ten feet in each direction from any corner may be erected and horse corrals for temporary holding may be built on an owner's lot if not larger than fifty feet square. Such corner markers or corrals will not encroach upon common areas and will be built of materials harmonious with the area.
13. **Trespass.** Any member, for cause, may forbid any other member or guest to cross over his property other than over established right-of-way.
14. **Disputes.** In the event any member has a complaint, which he is unable to resolve, involving the application or enforcement or interpretation of these rules with another member or member's guest, he will furnish the details to the President of the Association on the approved complaint form. The President will personally, or through his appointed representative, attempt to reach an agreement between the disputants. In the event no agreement can be reached in this manner, each disputant shall name a member/owner in the association; the two so named will select a third member/owner and the three will make a full and impartial investigation after which the decision of any two of the three will be final. The President at his option and with the approval of the Board of Directors may levy a fine to any member/owner for violation of these rules by a member, his family or guests. The member/owner does have the right to appeal the fine to the Board of Directors. The decision of the Board of Directors will be final.
15. **Horses and pets.** Owners will be responsible for damage or trespassing of their animals. It will be the right of any member to impound any stray animal and require payment for any damage before releasing the animal to the owner.
16. **Conduct.** Members and guests will at all times conduct themselves in a manner considerate of and with all due respect for the rights, comfort and safety of all other members and guests. Member/owners are responsible for the conduct of their guests and may be held accountable for their violation of these rules. Any person wishing access into or through Aspen Acres, be they a member of Aspen Acres Association or not, must agree to abide by these rules and may be held accountable for their violation.
17. **Houses moved in or out.** Owners moving houses into or out of Aspen Acres will first secure a written permit from the Secretary of the Association, giving the lot number involved, dimensions of the house to be moved, and the date on which moving will be done. The Secretary will require a cash bond to be posted with his office to assure payment for damage to roads, bridges, cattle guards, water systems, and to property of other owners. Upon completion of moving, the owner will notify

the Secretary who will arrange to have the area inspected and any necessary repairs completed. After payment for repairs and deduction of a fee (to be determined), any remaining deposit will be refunded. It will be the responsibility of other owners to notify the Secretary of any claim for damages to their property prior to the refund of the deposit.

18. **Roads.** The roads in the subdivision are graded and finished with a road base and shale in accordance with the requirements of Summit County. These roads are not public roads and will not be, and no representation is intended that the same will be cleared, maintained or repaired by any governmental agency. The roads will be maintained, cleared and repaired in a manner and at a cost to be determined by the Association.
19. **Access.** A gate has been installed for security and to prevent unauthorized entry. All members are entitled to a key for the gate and agree to properly lock the gate upon entering and exiting the property. Access to pedestrians will be provided by a stile or pedestrian gate in the proximity of the main gate. To insure proper maintenance of roads and other common areas and the water system, it is essential that all owners using such common facilities join and support the Association by regular payment of dues to be used for such purposes. The Association will comply with this responsibility to the limit of its ability as determined by the funds available to it and authorized for such purposes but shall have no obligation to owners not having paid-up memberships in the Association for repair or replacement of roadways or portions of the water system, or any other common property for supply or convenience of owners who are not members of the Association. Owners desiring hook-up to the water system will secure a permit from the Secretary of the Association, who will issue standards to govern such connection and secure a deposit to assure proper compliance with such standards and replacement of any roads or common areas disturbed and/or any damage to the system. A reasonable fee will be charged for supervision of such hook-ups and inspection of the completed job and any excess deposit remaining after deduction of such fee and costs of any damage will be returned.
20. **Fire protection.** At all times between June 1 and October 15 of each year, and at any other times when fire danger is present, each owner will keep a hose at least fifty feet in length at his hydrant in condition to permit instant use.

These rules may be added to, modified, or portions removed only as authorized in the By-Laws of Aspen Acres Association. The Board of Directors may grant exception to individual members in the event full and rigid enforcement will result in undue hardship or inconvenience to a member having special circumstances.

Upon approval of these rules, as provided in the Constitution and By-Laws of Aspen Acres Association, they shall have the force of law and shall be enforceable in the courts of the State of Utah. If it becomes necessary to secure the services of an attorney to enforce any of these rules, the party found to be in error agrees to pay a reasonable attorney's fee and all costs of enforcement.

(Ground Rules – January 1, 1981)

Motor Vehicle Operating Standards (November 22, 1991)

These **Motor Vehicle Operating Standards** apply to Aspen Acres and Aspen Mountain subdivisions. They are adopted jointly by the Boards of Directors/Trustees of both subdivisions due to increasing vehicle traffic and the use of Off-highway Vehicles (OHVs), All Terrain Vehicles (ATVs) and snowmobiles within the subdivisions. The Boards of Directors/Trustees and members are concerned with safety, environment and liability and hereby adopt and will uniformly enforce the following standards beginning on November 22, 1991.

Background Information

With the increasing vehicle traffic, number of OHVs, ATVs and snowmobiles using the subdivisions, the Boards of Directors/Trustees and members are concerned with safety, environment and liability threats which may result from discourteous, improper, unsafe and illegal use of these vehicles. Therefore, the Directors/Trustees of both subdivisions jointly agree on the following standards and will enforce them uniformly.

Motor Vehicle Operating Standards

- A. These standards shall be posted in a conspicuous place on the owner's premises so that all family members and guests can be aware of and be expected to abide by the standards.
- B. The owner of the property is ultimately responsible for the actions of family members and guests who operate motor vehicles within the subdivisions.
- C. All vehicles, including OHVs, ATVs, motorcycles, snowcats, snowmobiles, cars and trucks **must stay on the designated subdivision roads or within their own lots**. They must not traverse private property, cut through other lots or use the property of others for parking or turn-around areas. The parking area in the meadow is not a race track and the land immediately west of the graveled parking area is private property. There are **no OHV trails, cut-offs or playgrounds** within the subdivisions. When the winter gate is locked, **all cars and trucks are prohibited** from driving on any subdivision roads north of the winter gate.
- D. The maximum speed limit on all roads for any type of vehicle will be **15 miles per hour**. There are no exceptions. By observing the limit we can reduce accidents, control the dust, keep noise levels down, and keep the gravel from being thrown off the roads.
- E. Owners of any motorized vehicle operated by anyone within our subdivisions are expected to carry adequate personal liability insurance for each motor vehicle they operate.
- F. All Utah State safety regulations governing the use of OHVs will be in force in our area. Children under age 16 should wear DOT-approved head-gear when riding on or driving

OHVs, and they should carry with them a valid driver's permit when operating an OHV. Permits are obtained through the Utah State Parks & Recreation by completing a 1-day safety training course (the course is offered free with the purchase of new machines in the state of Utah). **Note:** ATV manufacturers recommend that machines with engines larger than 90 cc should not be operated by children under the age of 16. Children under age 12 should not operate ATVs.

G. The maximum noise limit for any motorized vehicle operated within the subdivisions is **80 decibels at 25 feet** with the engine running at a moderate speed. If a machine is noisy, be courteous and considerate of others and get a better muffler. At night, during **quiet time** (from **10 PM to 8 AM**), keep driving through the subdivision to a minimum and do so as quietly as possible.

H. The maximum gross vehicle weight allowed to travel on our roads or cross the bridge over the Weber River will be **12,000 pounds (6 tons)**. By special authorization obtained from the Directors/Trustees, heavier equipment may use the roads provided that the operator and/or the lot owner responsible for requesting the vehicle's use assumes all responsibility for all damages which may occur as a result of the excessive weight.

I. Use of the subdivision gates, roads and bridge is limited to Association members, their families and invited guests. When entering and exiting via the main gate, don't let strangers in or out of the gate. When in doubt, let them use their own key to open and close the gate, or have their sponsor let them in or out. Be courteous and, if you know they belong, let them through.

J. The only valid way to enter and exit our subdivisions is via the **main gate from the highway**. Snowmobile travel has been allowed in past years on the Stillman Property located to the north of Aspen Mountain during the winter months. We will likely continue to be allowed to use that area **provided** we respect their rights and property. This means we drive snowmobiles only where there is sufficient snow covering the ground, we don't chase the wildlife, we don't destroy the environment, and we don't leave **any** garbage behind. When the gates to the Stillmans property (in Little Hollow Canyon above the water tanks or east of the meadow) are locked, **that means keep out!**

Motorized travel beyond the west boundary of Aspen Acres over into Beaver Springs or from Beaver Springs into the subdivisions is absolutely prohibited. Violators who trespass between Beaver Springs and the subdivisions through private property or across the fence line marking the boundary of Section 27 **will be prosecuted** under state trespassing statutes. Violators who are also members of our Associations travelling to or from Beaver Springs across that fence line will be subject to **loss of membership rights**. The only valid ingress or egress in and out of Aspen Acres/Aspen Mountain Associations is via our **main locked gate** from the highway. New warning signs have been conspicuously placed on the main gate and along the east and the west fence lines. Please be courteous and lawful, and **do not cross these fence lines**.

Although we do not have OHV trails in our subdivision, there are several excellent legal OHV trails within 30 minutes' drive. These trails are on National Forest Service land and are located as follows:

- **Smith and Morehouse** (1 block north of the Ledgefork Ranger Station)
- **Holiday Park** (at the end of the paved road – Gardners’s Fork trail)
- **South Fork of the Weber** (accessed eastward from Pinion Lane at the bottom and to the south of the Weber Canyon Road)
- **Taylor’s Fork–Cedar Hollow OHV complex** (over 30 miles of special ATV trails located 9 miles east of Kamas on the Mirror Lake Highway; trails run between the Mirror Lake Highway and the Woodland Highway)

Machines must be state licensed to leave the subdivision. For additional information on these and many more ATV trails, contact the **Kamas Ranger District, P.O. Box 68, Kamas, Utah 84036**.

Enforcement

A security patrol has been organized and will consist of members of the Boards of Aspen Acres, Aspen Mountain, and their appointees under the direction of a security officer.

When a security patrol person (from either Association) finds a member, his/her family, or his/her guests violating any of the Motor Vehicle Standards in any area in either Aspen Mountain or Aspen Acres subdivisions, the security patrol person will courteously advise the offender of the violation by giving them a written citation and by giving a copy of the citation to the security officer. It will be the responsibility of the Directors/Trustees of the Association to which the violator (or his guest) belongs (regardless of where the violation occurs), to impose penalties.

The following guidelines will apply equally to both Associations when dealing with violations:

- Upon the **first violation** charged against a member (or his or her guests) within one calendar year, a **written notice** will be promptly sent to the property owner responsible for the vehicle.
- When **subsequent violations** are charged against the same member (or any of his or her guests) within the same calendar year, the Directors/Trustees will levy a **\$50.00 fine** for a second violation, and **\$100** for a third and subsequent violations.
- When **five or more violations** are charged against the same member (or any of his guests) within the same calendar year, particularly when committed by the same operator on the same vehicle, the Directors/Trustees may vote to **revoke the owner’s membership rights** in the Association.

Appeals

After receiving a citation for an alleged violation of the Motor Vehicle Standards of Aspen Acres and Aspen Mountain Associations, the owner against whom the violation has been charged may disagree with the charges. The violation may be **appealed** by appearing in person before the Directors/Trustees or by written notice within **10 days** of the date of the violation. The Directors/Trustees will review the allegations and make a decision based on the facts and evidence presented by the owner charged with the violation. The decision

reached by a majority of the Directors/Trustees of the Association to which the violator or his or her sponsor belongs, regardless of where the violation occurred, will be binding.