

Survey No. 146955

Book 112 page 121-142

Date. Nov. 24, 1971

BYLAWS
OF
BLOOMINGTON GARDENS ASSOCIATION II

ARTICLE I

NAME AND LOCATION

I.1. NAME. The name of the corporation is: "BLOOMINGTON GARDENS ASSOCIATION II", hereinafter referred to as the "Association".

I.2. LOCATION. The principal office of the corporation shall be located at Project Office, Bloomington Ranches/Country Club Estates, Washington County, State of Utah, but meetings of members and directors may be held at such places within the State of Utah, County of Salt Lake and Washington, as may be designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

II.1. MEMBERSHIP. Every person or entity who is a record owner of a fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one (1) membership per lot owned. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

II.2. SUSPENSION OF MEMBERSHIP. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting and other rights of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed thirty (30) days for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE III

PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

III.1. Each member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any member may delegate his rights of enjoyment of the Common Area and facilities to the members of his family, his tenants or contract purchasers, who reside on the property. Such member shall notify the Secretary in writing of the name of any such delegee. The rights and privileges of such delegee are subject to suspension to the same extent as those of the member.

III.2. PARKING. Because of recent problems relating to the misuse of parking spaces by renters or lessees in both Phase II and Phase IV, and finding that neither the Covenants nor Bylaws cover the situations, and the fact that the Bylaws can be modified by action of your Board of Directors with ratification by the Association members, the Board recommends your approval of the following addition to our Bylaws.



ADDITION TO ARTICLE III OF the BYLAWS: PROPERTY RIGHTS--RIGHTS OF ENJOYMENT
"III.2. PARKING Parking spaces in Phase II and Phase IV of the Association shall not be used for storage of unlicensed, disabled, unattractive equipment, unmounted campers, inoperable or abandoned motor vehicles, motorcycles, or recreational vehicles. The overhauling of engines or major repair work upon such type of vehicles is specifically prohibited in Phase II and Phase IV parking spaces, excepting Association owners who may make any vehicle operable should said owner's vehicle become inoperable due to no fault of the owner."

"The Board of Directors shall have full power to determine and establish such regulations as may be necessary to enforce this provision of the Bylaws and any ordinance of the City of St. George, and further, the Board of Directors may authorize the removal of any vehicle found to be in violation of this Bylaw, which may include legal action, injunction or court order; and all charges and expenses incurred by the Association shall be assessed against owner of said vehicle or the Association owner, including any lessee of said owner who caused or permitted said nuisance to exist on the common areas of the Association."

ARTICLE IV

MEETINGS OF MEMBERS

IV.1. ANNUAL MEETINGS. Annual meetings of the members shall be held with the date, time and place for same to be determined by the Board.

IV.2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by the Board of Directors, and must be called upon written request of the members who are entitled to vote one-fourth (1/4th) of all of the votes.

IV.3. NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, no less than thirty (30) days before such meeting and no more than sixty (60) days before such meeting to each member, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

IV.4. QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to (a) adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented, or (b) call another meeting, subject to proper notification, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

IV.5. PROXIES. At all meetings of members, each member may vote in

person or by proxy. All proxies shall be in writing and filed with the Secretary prior to or at the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE V

BOARD OF DIRECTORS

V.1. NUMBER. The affairs of this Association shall be managed by a Board of three (3) Directors.

V.2. TERM OF OFFICE. The term for each Director shall be three (3) years, except as provided below. At each annual meeting the members shall elect one (1) Director for a three-year term except at the first annual meeting when three (3) Directors shall be elected, one (1) for a three-(3) year term, one (1) for a two-(2) year term and one (1) for a one-(1) year term.

V.3. REMOVAL. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association, and any Director who shall be absent from three (3) consecutive Board meetings shall be automatically removed from the Board unless determined otherwise by the Board. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

V.5. ACTION TAKEN WITHOUT A MEETING. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

V.6. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to each annual meeting of the members, to serve through such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

V.7. ELECTION. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

V.8. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at least quarterly with the date, time, and place to be determined by the Board at the preceding Board meeting. Written notification of each

regular Board meeting shall be delivered or mailed to all Directors no less than fifteen (15) days and no more than forty-five (45) days prior to any regular Board meeting.

V.9. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after no less than three (3) day's and no more than thirty (30) day's notice to each Director.

V.10 QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

V.11. GENERAL POWERS. The business and affairs of the Association shall be managed by its Board of Directors.

V.12. DUTIES. The duties of the Board of Directors shall be as provided in the Declaration, the Articles and these Bylaws and as determined by the Board, which duties shall not be inconsistent with those documents or the laws of this State.

ARTICLE VI

OFFICERS

VI.1. ENUMERATION OF OFFICERS. The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

VI.2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

VI.3. TERM. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

VI.4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

VI.5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving notice to the Board, or any officer of the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

VI.6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

VI.7. MULTIPLE OFFICERS. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any

of the other offices except in the case of special offices created as provided herein.

VI.8. COMPENSATION. Only the secretary and treasurer may be compensated for services rendered in those offices, as determined by the Board.

VI.9. DUTIES. The duties of the officers are as follows:

(a) PRESIDENT. The President shall preside at all meetings of the members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments.

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

(c) SECRETARY. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

(d) TREASURER. The Treasurer shall receive and deposit, or cause to be received and deposited, in appropriate bank accounts all monies of the Association and shall disburse, or cause to be disbursed, such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep, or cause to be kept, proper books of account; cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare or cause to be prepared, an annual budget and an income statement and a balance sheet to be presented to the membership at its regular annual meeting.

ARTICLE VII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE VIII

AMENDMENTS

VII.1. These Bylaws may be altered, amended, repealed, or added to by the vote of the Board of Directors of this Corporation at any regular meeting of said Board or at a special meeting of Directors called for that purpose provided a quorum of the Directors as provided by law and by the Articles of Incorporation, are present at such regular or special meeting. These Bylaws

and any amendments thereto and new Bylaws added by the Directors may be amended, altered, or replaced by the members at any annual or special meeting of the members.

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