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Bylaws Page 1 of 11
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**BYLAWS
OF
BROOKHAVEN FIELDS
HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, the Board of Directors of the Brookhaven Fields Homeowners Association, a Utah nonprofit corporation, hereby adopts the following Bylaws for said nonprofit corporation.

ARTICLE I

NAME AND LOCATION

The name of the corporation is BROOKHAVEN FIELDS HOMEOWNERS ASSOCIATION, INC. ("Association"). The principal office of the Association shall be located at 491 E. Riverside Drive, B1, St. George, Utah 84790, but the meetings of Members and Directors may be held at such places in Washington County, State of Utah, as may be designated by the Board of Directors. Further, the Board of Directors may change the location of the principal office.

ARTICLE II

APPLICATION OF BYLAWS

All present and future owners, mortgagees, lessees and occupants of any Unit and any other persons who may use the facilities or the property in any manner are subject to these Bylaws, the Declaration of Covenants, Conditions, and Restrictions of Brookhaven Fields ("Declaration") and all rules made pursuant hereto and any amendments hereof. The acceptance of a deed or conveyance or the entering into of a lease or the act of occupancy of a Unit shall constitute an agreement that the provisions of the Declaration and these Bylaws and any rules and regulations made pursuant hereto, as they may be amended from time to time, are accepted, ratified and will be complied with.

ARTICLE III

MEETINGS OF MEMBERS

1. ***Annual Meetings.*** The annual meeting of the members shall be held at approximately the same time each year.
2. ***Special Meetings.*** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote twenty-five percent (25%) of all of the votes of the

membership.

3. **Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, 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, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

4. **Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, Twenty-Five percent (25%) or more of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If, however, such a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, and another meeting may be called (subject to the notice requirements of Paragraph 3 above) at which a quorum shall be one-half (1/2) of the quorum which was required at the immediately preceding meeting.

5. **Voting.** At all meetings of Members, each Member may vote in person or by proxy.

6. **Action Taken Without a Meeting.** Any action that may be taken at any regular or special meeting of the Association may be taken without a meeting if the following requirements are met:

(a) A written ballot is distributed to every Member entitled to vote setting forth the proposed action, providing an opportunity to signify approval or disapproval of the proposal and providing a reasonable time for the Member to return the ballot to the Association.

(b) The number of votes cast by ballot within the specified time under Subparagraph 6(a) equals or exceeds the quorum required to be present at a meeting authorizing the action.

(c) The number of approvals of the action equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.

(d) The written ballot distributed to Members affords an opportunity for the Member to specify a choice between approval and disapproval of each order of business proposed to be acted upon by the Association and further provides that the vote of the Members shall be cast in accordance with the choice specified.

7. **Proxies.** At each meeting of the Members, each Member entitled to vote shall be entitled to vote in person or by proxy; provided, however, that the right to vote by proxy shall exist only where the instrument authorizing such proxy to act shall have been

executed by the Member himself or by his attorney thereunto duly authorized in writing. The instrument authorizing the proxy to act indicate the name of the secretary of the Association, or such other officer or person or who may be acting as the secretary at the meeting to whom the proxy is to be given for the purpose of casting the vote to reflect the absent Member's vote as specified in the form of proxy. The secretary of the meeting shall enter a record of all such proxies in the minutes of the meeting.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

1. **Number.** The affairs of this Association shall be managed by a Board of at least three (3) but no more than five (5) directors (hereafter "Directors") who must be owners.

2. **Term of Office.** At each annual meeting, the Members shall elect Directors for terms of two (2) years, with an odd number of Directors (at least two less than the entire Board) elected in odd-numbered years and an even number of Directors elected in even numbered years. In the initial election of Directors, the Directors will vote on who will initially server for two years and who will initially serve for one year.

3. **Removal.** Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board of Directors and shall serve for the unexpired term of his predecessor.

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

5. **Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

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

2. **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.

ARTICLE VI

MEETING OF DIRECTORS

1. ***Regular Meetings.*** The Board of Directors shall hold a regular meeting at least quarterly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors.
2. ***Special Meetings.*** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director.
3. ***Quorum.*** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. ***Powers.*** The Board of Directors shall have power to:
 - (a) Adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the Members and their guests thereon, and to establish, impose, assess, and collect fines and penalties of the infraction thereof;
 - (b) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and an opportunity for hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
 - (c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration;
 - (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
 - (e) Employ a Manager, an independent contractor, and such other employees as they deem necessary, and to prescribe their duties;
 - (f) Foreclose the lien against any property for which assessments are not paid within Thirty (30) days after due dates or to bring an action of law against the Owner personally obligated to pay the same; and
 - (g) Delegate any powers or duties to other persons or agents as the Board deems necessary or appropriate from time to time.

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

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period;

(ii) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period and collect said assessments; and

(iii) Foreclose at its discretion the lien against any Unit for which assessments are not timely paid and/or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the association, and adequate officers and Directors indemnity insurance, and all other insurance required by the Declaration;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Areas and the Building Exteriors to be maintained;

(h) Enforce all rules and regulations adopted by the Board or stated in the Declaration, Bylaws, or Articles, by notifying any alleged violator and giving him an opportunity to be heard; followed by any action the Board deems reasonably necessary to correct the violation, if any.

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

(a) Fulfill their fiduciary duties to the community and exercise discretion in a manner they reasonably believe to be in the best interest of the community.

- (b) Exercise sound business judgment and follow established management practices.
- (c) Balance the needs and obligations of the community as a whole with those of individual Lot owners and residents.
- (d) Refrain from discussing outside of a Board meeting those matters deemed confidential by a majority of the Board or when otherwise directed by the principles of privacy or confidentiality.
- (e) Conduct business in a transparent manner when feasible and appropriate.
- (f) Be current in their account with the Association; and
- (g) Conduct open, fair, and well-publicized elections.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

1. ***Enumeration of Officers.*** The officers of this 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 of Directors may from time to time by resolution create.
2. ***Election of Officers.*** The election of officers shall take place at the first meeting of the Board of Directors and following each annual meeting of the Members.
3. ***Term.*** The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year or until his or her successor is elected and has qualified, unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.
4. ***Special Appointments.*** The Board of Directors 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 of Directors may, from time to time, determine.
5. ***Resignation and Removal.*** Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6. ***Vacancies.*** A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder

of the term of the officer he replaces.

7. **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant Article VIII Section 4 above.

8. **Duties.** The duties of the officers are as follows:

President:	The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, promissory notes, checks, deeds and other written instruments.
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.
Secretary:	The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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.
Treasurer:	The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall, together with the President, sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit or review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, and deliver a copy of each to the Members.

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

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall provide any indemnification required or permitted by the laws of Utah and shall indemnify Directors, officers, agents and employees as follows:

1. **Third Party Litigation.** The Association shall indemnify any Director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was such Director or officer or an employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding,

had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. **Association Litigation.** The Association shall indemnify any Director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was such a Director or officer of an employee or agent of the Association, or is or was serving at the request of the Association as Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

3. **Expenses.** To the extent that a Director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article IX, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Section 4 of this Article IX.

4. **Determination of Right to Indemnity.** Any indemnification under Section 1 or 2 of this Article IX (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2 of this Article IX. Such determination shall be made (i) by the Board of Directors of the Association by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, and such a quorum of disinterested Directors so directs, by independent legal counsel (who may be regular counsel for the Association) in a written opinion; and any determination so made shall be conclusive.

5. **Advance of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article IX.

6. ***Other Indemnification Rights.*** Agents and employees of the Association who are not Directors or officers of the Association may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Association.

7. ***Benefitted Parties.*** Any indemnification pursuant to this Article IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE X **COMMITTEES**

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

ARTICLE XI **BOOKS AND RECORDS**

1. ***Accounting.*** The books and accounts of the Association shall be kept in accordance with generally accepted accounting procedures under the direction of the Treasurer.

2. ***Inspection of Records.*** The membership register, books of account and minutes of meetings of the Association, of the Board of Directors and of committees of the Board of Directors and all other records of the Association shall be made available for inspection and copying by any member of the Association, at his or her costs, or his or her duly appointed representative at any reasonable time and for a non-commercial purpose reasonably related to his interest as a Member, at the office where the records are maintained. Upon receipt of an authenticated written request from a Member along with the fee prescribed by the board of Directors to defray the costs of reproduction, the Manager or other custodian of records of the Association shall prepare and transmit to the Member a copy of any and all records requested. The Board of Directors shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Payment of the cost of reproducing copies of documents requested by a Member.

Every member of the Board of Directors, subject to the conditions set forth above, shall have the absolute right at any reasonable time to inspect and make copies of all books, records and documents of the Association and to inspect all real and personal properties owned or controlled by the Association.

ARTICLE XII

ASSESSMENTS

All Assessments shall be made in accordance with the general provisions of the Declaration. The Treasurer shall keep detailed records of all receipts and expenditures, including expenditures affecting the Project, specifying and itemizing the maintenance, repair and replacement expenses of the Project and any other expenses incurred. Such records shall be available for examination by the Owners during regular business hours. In accordance with the actions of the Board of Directors in assessing Common Expenses against the Units and Owners, the Treasurer shall keep an accurate record of such assessments and of the payments thereof by each Owner.

ARTICLE XIII

AMENDMENTS

1. ***Amendment Procedure.*** These Bylaws may be amended by the Board of Directors by a majority vote of the directors.

2. ***Conflict.*** 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.

ARTICLE XIV

TRANSFER OF CONTROL BY DECLARANT

Declarant shall relinquish all special rights, express or implied, through which Declarant may directly or indirectly control, direct, modify or veto any action of the Association or a majority of the Unit Owners, and control of the Association shall pass to the Unit Owners within the Project not later than the earlier of the following:

1. Immediately after the date by which ninety percent (90%) of the Units have been conveyed to the Unit purchasers, or

2. Five (5) years from the date of the first conveyance to a Unit purchaser is made.


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CERTIFICATE OF DIRECTORS

I, the undersigned, do hereby certify that:

1. I am the President of the duly elected and acting Board of Directors of Brookhaven Fields Homeowners Association, a Utah nonprofit corporation; and
2. The foregoing Bylaws constitute the Bylaws of the Association duly adopted at a meeting of the Board of Directors of the Association held on February 8, 2019.

Dated this 27 day of September, 2019.

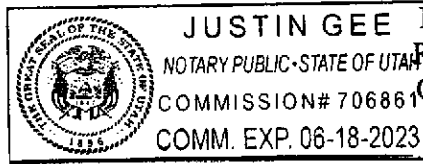


Joseph Eves

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

On the 27 day of September, 2019, personally appeared before me Joseph Eves, the signer of the foregoing document, who being duly sworn, acknowledged to me that they each executed the same.

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 NOTARY PUBLIC
 Residing at _____
 Commission Expiration _____