

BY-LAWS  
of  
BLOOMINGTON KNOLLS ASSOCIATION  
(Revised 4/15/90)

ARTICLE I

Offices

- 1.1 Principal Office and Registered Agent: The principal office of the corporation shall be located in the State of Utah at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have an office identical with such registered office.

ARTICLE II

Membership in the Association

- 2.1 The ownership of a townhouse, or lot on which a townhouse is built, shall entitle the owner, or owners thereof, to one membership in the Association, and one vote in all matters coming before the membership of the Association for vote. The sale of a townhouse shall automatically terminate the membership of the seller, which membership shall then vest in the buyer.

ARTICLE III

Board of Directors

- 3.1 General Powers: The affairs of the corporation shall be managed by the Board of Directors within the limitations provided in the Articles of Incorporation.

- 3.2 Number, Tenure and Qualifications: The number of Directors shall not be less than four and shall be the number determined by the Board of Directors. Each Director shall be elected for a term of two years and shall hold office until his successor is elected and has qualified. Directors need not be residents of the State of Utah.
- 3.3 Election of Directors: Directors shall be elected every year at the meeting of the membership held at the winter meeting of each year (usually in December). A majority of the membership shall be necessary to form a quorum for the transaction of business in any meeting of the membership. A majority vote of a quorum so formed shall be binding on the membership.
- 3.4 Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of all or the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors.
- 3.5 Removal of Directors: At a meeting called expressly for that purpose, any member of the Board of Directors may be removed for good cause shown by a vote of the majority of the Directors then entitled to vote at a meeting of the Directors.

- 3.6 Regular Meetings: The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Utah, for the holding of regular meetings without other notice than such resolution.
- 3.7 Special Meetings: Special meetings of the Board of Directors may be called by the President or any one Director to be held at the principal office of the Corporation or such other place within or without the State of Utah as those calling the meeting may designate.
- 3.8 Notice: Notice of the time and place of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each Director at his address of record or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.
- 3.9 Waiver of Notice: Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice. Neither the business to be

transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the waiver of notice of such meeting.

- 3.10 Quorum: A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 3.11 Voting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 3.12 Registering Dissent: A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- 3.13 Action by Directors Without a Meeting: Any action required to be taken or which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

- 3.14 Compensation: By resolution of the Board of Directors, the Directors may be paid their expenses of attendance at each meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof.
- 3.15 Loans: No loans shall be made by the corporation to any of its Directors or Officers.

#### ARTICLE IV

##### Officers

- 4.1 Designations: The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.
- 4.2 Election, Tenure and Qualifications: The officers shall be elected by the Directors at their winter semi-annual meeting and for a term of two years and shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the office of President and Secretary. Officers shall be elected from the Board of Directors.
- 4.3 Removal: The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer or agent may be removed by the affirmative vote of a majority of the whole Board of Directors, said officer or agent having been elected or appointed by the Board of Directors, whenever in their judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract right, if any, of the person so removed.

- 4.4 Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.
- 4.5 President: The President shall preside at all meetings of the Directors and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation.
- 4.6 Vice President: In the absence of the President or in the event of his death, or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time as may be assigned to him by the President or by the Board of Directors.
- 4.7 Secretary: The Secretary shall: (a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these By-Laws as required by law; (c) Be custodian of the

corporate records; (d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

- 4.8 Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall:
- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IV of these By-laws; and (b) In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

- 4.9 Assistant Secretaries and Assistant Treasurers: The Assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.
- 4.10 Services: Services shall be paid for at the going market rate or as determined by the Board of Directors.

BLOOMINGTON KNOLLS ASSOCIATION

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1050 E. Brigham Rd., #30  
St. George, UT 84770  
(801) 628-7933

ADDENDUM TO BY-LAWS --- Oct. 29, 1990

FISCAL YEAR DATE CHANGE:


Motion made that fiscal year be changed from Jan. 1st  
to Dec 31st to:

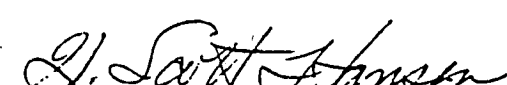
OCTOBER 1st to SEPTEMBER 30th of each year

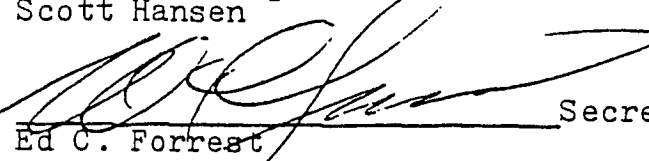
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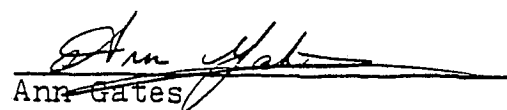
Seconded, voted unanimously and PASSED.



  
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Earl Sorensen President

  
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Scott Hansen Vice-President

  
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Ed C. Forrest Secretary/Treasurer

  
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Ann Gates Director

\_\_\_\_\_  
Director