



BY-LAWS  
OF  
TIMBER LAKES PROPERTY OWNERS ASSOCIATION  
A Utah nonprofit corporation

ARTICLE 1

Name and Location

The name of the corporation is Timber Lakes Property Owners Association, hereinafter referred to as the "Association". The principal office of the Association shall be located at 190 North Main Street, Heber City, Utah. The mailing address is P.O. Box 218, Heber City, Utah 84032; but meetings of Members and directors may be held at such places within the State of Utah as maybe designated by the Board of Directors.

ARTICLE 11

Definitions

- Section 1.** "Association" shall mean and refer to Timber Lakes Property Owners Association and its successors and assigns.
- Section 2.** "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, Restrictions and Management Policies and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- Section 3.** "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the owners.
- Section 4.** "Lot" shall mean and refer to any plot of land shown upon any recorded final plat map of the Properties with the exception of the Common Area.
- Section 5.** "Owner" shall mean and refer to any person or entity who is the holder of record of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding those holding an interest merely as security for the performance of an obligation.
- Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Management Policies applicable to the properties recorded in the Office of the Wasatch County Recorder.
- Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE 111

Meeting of Members

- Section 1.** Annual Meetings. The first annual meeting of the Members shall be held within one year after the date of incorporation of the Association. The date, time and place of such meeting shall be determined by the Board of Directors; and notice shall be given in accordance with Section 3 of this article. Thereafter, the annual meeting shall be held, as nearly as may be practical, on the same day of each year.
- Section 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 one-fourth (1/4) of all of the votes of the membership.
- Section 3.** Notice of Meetings. The notice of any meeting of the Members shall include the place, day and time of the meeting and, in the case of a special meeting, the purpose of the meeting. Such notice shall be in writing, addressed to the Member at the address appearing on the records of the Association and mailed at least ten (10) days before the meeting date, except that any Member may authorize the giving of such notice to him or her by telephone. The notice shall be given by or at the direction of the secretary or the person or persons calling the meeting.



**Section 4.** Quorum. The presence at the meeting, in person or by proxy, of Members entitled to cast one-third (1/3) of the votes of the membership shall constitute a quorum of any action unless a different quorum is required by specific stipulation in the By-Laws, The Articles of Incorporation, or the Declaration. If, however, such quorum shall not be present or represented at any meeting, after the lapse of a least one half hour, the Members entitled to vote who are present or represented thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present or represented. No such subsequent meeting shall be held more than sixty (60) days after the date for which the meeting was originally called. A simple majority shall be required for the approval of any action unless a greater majority is specifically required by another provision of the rules governing the Association.

**Section 5.** Proxies. All proxies shall be in writing, signed by the party who is giving the proxy and filed with the secretary of the Association in a form acceptable to the Board of Directors. Every proxy shall be revocable, as to the vote for any given Lot when said Lot is conveyed by the Owner.

#### ARTICLE IV

##### Board of Directors: Selection; Term of Office

**Section 1.** Number. The affairs of this Association shall be managed by a board of nine (9) directors who must be Members of the Association.

**Section 2.** Term of Office. At the first annual meeting the Members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the Members shall elect three directors for a term of three years.

**Section 3.** Removal. Any director may be removed from the Board, 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 and shall serve for the unexpired term of his predecessor. *{See ARTICLE VII Section 1 (d) and (f).}*

**Section 4.** Compensation. Directors shall receive compensation for actual expenses incurred in the performance of their duties as determined by the Members of the Association.

**Section 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 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

**Section 1.** 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 or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each 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. Such nominations must be made from among the Members.

**Section 2.** Election. Election to the Board of Directors shall be by secret written ballot. At such election a quorum of one-tenth (1/10) of the members or their proxies who are entitled to vote 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 voters shall be elected. Cumulative voting is not permitted.



ARTICLE VI  
Meetings of the Board of Directors

**Section 1.** Regular Meetings. At least one regular meeting of the Board of Directors shall be held quarterly without notice at such time and place as may be fixed from time to time by resolution of the Board.

**Section 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 directors after not less than three (3) days notice to each director.

**Section 3.** Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Ever 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.

ARTICLE VII  
Powers and Duties of the Board of Directors

**Section 1.** Powers. The Board of Directors shall have power:

(a) To adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon and to establish penalties for any infraction thereof, which rules and regulations shall not be inconsistent with any provision of the Declaration;

(b) To suspend the voting rights and right to use of the recreational facilities 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 hearing for a period not to exceed 60 days for infraction of published rules and regulations;

(c) To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration; and no Director in his individual capacity shall attempt to represent the Board of Directors to others in behalf of the Association unless authorized to do so by the Board of Directors.

(d) To 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) To employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties; and

(f) To appoint a new member to the Board of Directors when a vacancy occurs for any reason at any time, except the expiration of a term. Such appointment shall be for the remainder of the term of the one whose position has become vacant.

**Section 2.** Rules. It shall be the duty of the Board of Directors:

(a) To 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) To 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:
  - (1) To fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
  - (2) To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment and
  - (3) To foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) To issue or to 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 for the issuance of these certificates. If a properly issued certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) To procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) To cause any officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;
- (g) To cause the Common Area to be maintained in a clean, safe and attractive manner;
- (h) To cause the exterior of the dwellings and the yards around the dwellings to be maintained in a clean, safe and attractive manner.
- (i) The Board of Directors delegates the responsibility of providing exterior maintenance to the Owner of each Lot, but such delegation shall not absolve the Association of the responsibility of maintaining such Lot in the event of failure on the part of the Lot Owner to provide such exterior maintenance.

ARTICLE V111  
Officers and Their Duties

**Section 1.** Enumeration of Offices. 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 may from time to time by resolution designate.

**Section 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.

**Section 3.** Term. The officers of this 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.

**Section 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.

**Section 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 giving written notice to the Board, 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.



**Section 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 so replaced.

**Section 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 to Section 4 of this article.

**Section 8.** Authorization to Disburse Funds. The president, vice-president and treasurer are each authorized to sign checks issued by the Association; however, all checks issued by the Association must be signed by at least two (2) of the three (3) officers so authorized.

**Section 9.** Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings 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 and may co-sign any checks and promissory notes issued by the Association.

Vice-President

(b) 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. The vice-president may also co-sign any checks issued by the Association.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and 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 perform such other duties as required by the Board.

Treasurer

(d) 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, keep proper books of account and prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and provide a copy for each Member. The treasurer may also co-sign any checks issued by the Association.

## ARTICLE 1X

### Committees

The Board of Directors shall appoint an Architectural Control Committee as provided for in Article VIII of the Declaration and a Nominating Committee as provided in Article V of these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE X

### Books and Records

**Section 1.** The books, records and papers of the Association shall be subject to inspection by any Member at any time during reasonable business hours. The Board of Directors shall cause an audit of the books of the Association to be made during each calendar year by a qualified accountant or committee, and a report of such audit shall be presented to the Members at their annual meeting next following the completion of the Audit.



**Section 2.** The Declaration, the Articles of Incorporation and the By-Laws 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 XI  
Assessments

**Section 1.** As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within ninety (90) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 12 percent per annum; and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property; and interest, costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

**Section 2.** The filing fee for plans and specifications submitted for approval of proposed construction work in Timber Lakes shall be \$20.00 per project. This fee shall be payable to the Association or such committee of the Association as the Board of Directors may designate.

**Section 3.** In the event of abuse of membership privileges by any Member or Members such as overcrowding of the facilities through excessive use by invited guests, etc., or through joint or multiple ownership arrangements, the Board of Directors shall have the right to assess additional charges against the Member or Members permitting or creating such abuse.

ARTICLE X11  
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Timber Lakes Property Owners Association.

ARTICLE X111  
Amendments

**Section 1.** These By-Laws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE X1V  
Miscellaneous

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June in the following calendar year, except that the first fiscal year shall begin on the date of incorporation.



IN WITNESS WHEREOF, we being all of the directors of the Timber Lakes Property Owners Association, have hereunto set our hands this 22nd day of February 1979.

Eldon B. Romney  
Veigh Cummings  
Joe Brown

Colonel Loyal W. Fry  
Timothy O'Reilly  
Standish Heineken

Ronald Lambson  
Ron Jensen  
Bonnie Pollard

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Timber Lakes Property Owners Association, a Utah corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association as duly adopted at a meeting of the Board of Directors thereof held on the 22nd day of February 1979.

\_\_\_\_\_  
Ronald L. Lambson, Secretary

Note: The foregoing document is a typewritten copy of the original which original is on file and available for inspection in the files of the Timber Lakes Property Owners Association. This typewritten copy includes the correction of some typographical errors in the original.

Eldon B. Romney, President