

## **AMENDED & RESTATED BYLAWS OF PAGES PLACE OWNERS ASSOCIATION, INC.**

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The following are the Amended & Restated Bylaws (“Bylaws”) of Pages Place Owners Association, Inc., a Utah nonprofit corporation (“Association”). These Bylaws shall replace any prior bylaws, whether or not recorded, and any amendments thereto, through the date these Bylaws are recorded with the Davis County Recorder. Upon recordation of these Bylaws, they are binding upon the Association and all present and future Owners and/or occupants.

### **RECITALS**

- (A) The initial Bylaws of the Association were adopted on or about August 10, 2013, pursuant to a proper notice, wherein at least sixty-seven percent (67%) of the membership was present and cast votes approving and consenting.
- (B) These Bylaws shall hereby supersede and replace all prior Bylaws.
- (C) These Recitals are made a part of these Bylaws.

### **ARTICLE I DEFINITIONS**

**Section 1.1 Definitions.** All terms used but not defined herein shall have the meanings given them under that certain Second Amended & Restated Declaration of Covenants, Conditions & Restrictions of Pages Place, a Planned Unit Development recorded in the office of the Davis County Recorder, as amended, (“Declaration”).

### **ARTICLE II MEETINGS OF OWNERS**

**Section 2.1 Annual Meetings.** An annual meeting of the Owners shall be held no less than once each calendar year at a location and time designated by the Board. The Board may set the date, time and location of the annual meeting in accordance with Section 2.3 below, including virtual or telephonic meetings through available technology.

**Section 2.2 Special Meetings.** Special meetings of the Owners may be called at the request of the Board, or upon written request of the Owners holding at least fifty-one percent (51%) of the total membership. Notwithstanding, the Board remains the only authorized body to act for and on behalf of the Association.

**Section 2.3 Notice of Meetings.** Unless an Owner requests in writing that all notices be provided to said Owner by U.S. mail, all notices shall be given by, or at the direction of, the Board via email or other electronic communication. Notice shall be provided at least ten (10) days before a meeting, but no more than ninety (90) days, to each Owner at the

email or electronic address provided by the Owner to the Board. Said notice is effective upon depositing the notice in the mail or sending the email or electronic communication. Such notice shall specify the location, date and time of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

Upon becoming an Owner of the Association or upon the written request of the Association, Owners shall provide a valid email address for purpose of notification related to the Association unless the Owner has opted out by providing a written request to the Association for notice by U.S. mail.

**Section 2.4 Quorum.** The quorum required for any action by the Owners hereunder, unless otherwise specifically set forth in the Declaration, shall be those Owners present in person or proxy at the meeting.

**Section 2.5 Proxies.** At all meetings of Owners, each Owner may vote in person or by proxy. All proxies shall be in writing, signed by the Owner, and filed with the Board, including electronic delivery. Any proxy delivered to the Board at the meeting must be provided no later than any point in the meeting announced as the final time to deliver proxies. The notice of meeting and/or the proxy form provided with any notice of meeting may also provide a deadline to return proxies, after which time further proxies will not be received. Every proxy shall be revocable and shall automatically terminate upon conveyance by the Owner of his Lot. If conflicting proxy votes for an Owner or Lot exist, said proxy votes will not be counted, unless the Board makes a determination as to their authenticity.

**Section 2.6 Conduct of Meetings.** The Board, or its authorized representatives, shall preside over all meetings. The Secretary or other authorized person shall keep and maintain minutes of all meetings. The Board may adopt further policies and procedures with regard to conduct at an Association meeting.

- (a) **Recording.** No person, whether an Owner, occupant, owner representative, or other third party is permitted to record (whether audio, video, transcription, or combination) any Association or Board meeting, work session, event, get-together, or similar event regardless of the location of such event without permission from the Association.

**Section 2.7 Action Taken Without a Meeting.** Under the direction of the Board, any action that may be taken at any annual or special meeting of Owners may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action taken, are signed by the Owners having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all Owners eligible to vote on the action were present and voted, unless a different approval percentage for the action is specifically set forth in the Declaration. The Board may obtain such approvals and conduct business through mail or email/electronic ballots.

Ballots shall set forth each proposed action and provide the option of voting for or against each proposed action. The ballot must specify the period of time, up to 90 days, during which the Association shall accept written ballots. Following this period, the Association shall provide notice if such action was approved.

**Section 2.8 Voting Eligibility.** Only an Owner that is current on all assessments and charges due and owing at least thirty (30) days prior to a meeting or written vote shall be deemed in good standing and eligible vote. Voting shall be in accordance with the Declaration.

### **ARTICLE III BOARD, SELECTION AND TERM OF OFFICE**

**Section 3.1 Number & Tenure.** The affairs of the Association shall be managed by a Board of Directors composed of a minimum of three (3) individuals (“Board”). Directors shall serve for a term of three years. Following adoption of these Bylaws, the Board shall identify one of the three Directors to serve for a two-year term with the other two Directors serving a three-year term. Thereafter, all Directors elected shall serve for a three year term. Any change in the number of Directors may be made only by amendment of these Bylaws. The members of the Board of Directors shall serve until their respective successors are elected, or until their death, resignation or removal.

**Section 3.2 Board Eligibility.** All members of the Board shall be Owners or an Owners’ spouse or legal partner that resides with Owner in the Unit. Notwithstanding, only one member of a single household can be a member of the Board at any one time.

**Section 3.3 Resignation & Removal.** A Director may resign at any time by delivering a written resignation to either the President or the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any Director may be removed from the Board, with or without cause, by a vote of at least (51%) of the Owners of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

**Section 3.4 Compensation.** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual and approved expenses incurred in the performance of his duties.

**Section 3.5 No Estoppel or Reliance.** No one may rely upon any authorization (from the Board or otherwise) contrary to the terms and conditions of the Governing Documents regardless of circumstances. No claim of estoppel, waiver or similar equitable claims or defense may be raised by anyone related to any alleged reliance.

**Section 3.6 Records Retention.** The Board may take appropriate action to develop, implement and update procedures for record retention.

**ARTICLE IV  
NOMINATION AND ELECTION OF DIRECTORS**

**Section 4.1 Nomination.** Nomination for election to the Board may be made by the Board, Owners from the floor at the annual meeting, or pursuant to other written notice and procedures established by the Board.

**Section 4.2 Election.** The election of Directors may be by written ballot, as determined at the discretion of the Board. The persons receiving the largest number of votes shall be elected. Cumulative voting is not authorized.

**ARTICLE V  
MEETINGS OF THE BOARD**

**Section 5.1 Regular Meetings.** Regular meetings of the Board shall be held at least quarterly, or more frequently as determined by the Board. All notices shall be provided by email or other electronic means. Directors are required to provide an email or electronic address for purposes of notice of board meetings. Notice shall be provided at least five (5) days before a meeting, but no more than sixty (60) days.

- (a) Owners, and Owner representatives (if designated in writing) may attend meetings and may be present for all discussion, deliberation, and decisions except when the Board is in executive session. Owners shall comply with all reasonable rules established by the presiding officer for their attendance, including a requirement that they remain silent except when comments are solicited by the Board. The Board may limit Owners' comments and/or questions to a specific period of time within the meeting. The Board shall provide email notice in accordance with the Act to Owners that have requested, in writing, to be notified of Board Meetings and have provided a valid email address.

**Section 5.2 Special Meetings.** When, in the discretion of the President or two members of the Board, circumstances require that a meeting be held sooner than the required five (5) days' notice for a regular meeting, a special meeting may be called by the President or by any two (2) Directors, after not less than twenty-four (24) hours' notice to each Director.

**Section 5.3 Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business.

**Section 5.4 Conduct of Meetings.** The Board, or its authorized representatives, shall preside over all meetings. The Secretary, or any other board member if the Secretary is not present, shall keep and maintain minutes of all meetings. The Board may adopt further policies and procedures with regard to conduct at a Board meeting.

- (a) **Recording.** No person, whether an Owner, occupant, owner representative, or other third party is permitted to record (whether audio, video, transcription, or combination) any Association or Board meeting, work session, event, get-together, or similar event regardless of the location of such event without authorization from the Board.

**Section 5.5 Action Taken Without a Meeting.** The Directors may take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

## **ARTICLE VI POWERS AND DUTIES OF THE BOARD**

**Section 6.1 Powers and Duties.** The Board shall have all of the powers and duties necessary for the administration of the affairs of the Association in accordance with the provisions of the Governing Documents and Utah law. The Board may delegate its authority to manager(s), subject to any limitations or provisions contained in the Governing Documents.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

**Section 7.1 Enumeration of Officers.** The officers of this Association shall be a president, vice-president and secretary/treasurer, who shall at all times be members of the Board, a treasurer or such other officer as the Board may from time to time, by resolution, create.

**Section 7.2 Election of Officers.** The election/appointment of officers shall take place at the first Board meeting following the annual meeting of the Owners. Officers shall serve in their office for a period of one (1) year. Notwithstanding, nothing in these Bylaws prevent an officer or director from being re-elected to their respective positions.

**Section 7.3 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. Appointed officers may be removed by the Board with or without cause.

**Section 7.4 Resignation and Removal.** Any officer may resign at any time by delivering a written resignation to any Director or to any Manager. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any officer may be removed and replaced by a majority of the Board at any time, with or without cause. In the event of death, resignation or removal of an officer, his successor shall be selected by the Board and shall serve for the unexpired term of his predecessor.

**Section 7.5 Duties.** The Board may adopt policies and resolutions to define the respective duties of Directors and Officers.

## **ARTICLE VIII COMMITTEES**

**Section 8.1 Committees.** The Board may appoint such committees as deemed appropriate in carrying out its purposes, including appointment of an Architectural Committee. A committee shall not have any powers, duties, or responsibilities beyond those specifically assigned by the Board. The Board may terminate any committee at any time.

## **ARTICLE IX WAIVER OF PROCEDURAL IRREGULARITIES**

**Section 9.1 Waiver of Procedural Irregularities.** All inaccuracies and irregularities in calls or notices of meetings, in the manner of voting, in the form of proxies, in the method of asserting persons present, in the method of making decisions, or in the method of accepting or counting votes shall be deemed waived under the following circumstances:

- (a) If the objecting person was in attendance at the meeting – they are waived if the issue upon which the objection was based was perceptible and no objection to the particular procedural issue is made at the meeting; or
- (b) If the objecting person was not in attendance at the meeting but has proper notice of the meeting, they are waived; or
- (c) If the objecting person was not in attendance at a meeting, did not have proper notice of the meeting, but had actual notice of the meeting before it occurred, they are waived; or
- (d) If the objecting person was not in attendance at the meeting and did not have actual and proper notice of the meeting before it occurred, within 30 days of receiving actual notice of the occurrence of the meeting or of any decision that was made at the meeting; or
- (e) For any action, vote, or decision that occurred without a meeting, within 30 days of receiving actual notice of the occurrence of the action, vote, or decision.

**Section 9.2 Requirements for Objections.** All objections except those made at a meeting shall be in writing. Whenever made, objections must be specific and shall include identification of the specific provision of the Governing Documents or other law that is alleged to have been violated and a brief statement of the facts supporting the claimed violation.

**Section 9.3 Irregularities that Cannot Be Waived.** Any irregularity that is the result of fraud or that was done knowingly and intentionally in violation the Governing Documents or Utah law.

**ARTICLE X  
AMENDMENTS/ ORDER OF PRECEDENCE**

**Section 10.1 Amendment.** These Bylaws may be amended by the approval of at least fifty-one percent (51%) of all Owners eligible to vote. Any amendment to these Bylaws shall not be effective until recordation in the Davis County Recorder's Office, State of Utah.

**ARTICLE XI  
FISCAL YEAR**

**Section 11.1 Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

The foregoing Bylaws are adopted by the undersigned and made effective upon recordation in the Office of the Davis County Recorder, State of Utah.

PAGES PLACE OWNERS ASSOCIATION, INC.

By:

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By: Jared Dewitt  
Its: President