BYLAWS OF LILAC ESTATES ASSOCIATION

THESE BYLAWS for LILAC ESTATES ASSOCIATION, a Utah non-profit corporation, are hereby promulgated as the official bylaws of said association by action of the present owners of all property within the association, Val J. & Jacki D. Sanders.

ARTICLE I.

DEFINITIONS

* 1. “Acts” shall mean both the Utah Revised Nonprofit Corporation Act (Utah Code Ann. §16-6a-101 et seq.), and the Utah Community Association Act (Utah Code Ann. §57-8a-101 et seq.), as the same may be amended or replaced.
  2. “Additional Land” shall mean and refer to any land located in Weber County, Utah, that is made subject to the Declaration as defined below.
  3. “Association” shall mean the Lilac Estates Association, a Utah nonprofit corporation or limited liability company, organized to administer and enforce the covenants and to exercise the rights, powers, and duties set forth in the Declaration, Bylaws and Association Rules.
  4. “Association Rules” shall mean any rules or regulations relating to the Property which are approved by the Board of Directors pursuant to the Declaration or the Bylaws.
  5. “Board” shall mean the Board of Directors of the Association.
  6. “Bylaws” shall mean and refer to these Bylaws of the Association, as amended from time to time.
  7. “Committee” shall mean and refer to the Architectural Control Committee established pursuant to the Declaration.
  8. “Common Area” shall mean all land within the Property that is designated as Common Area by the Declaration and areas shown or otherwise designated as Common Area on the Plat, or Plat notes.
  9. “Director” shall mean a member of the Board of Directors.
  10. “Declaration” shall mean the Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions for Lilac Estates, recorded with the Weber County, Utah Recorder’s, as the same may be amended or supplemented from time to time.
  11. “Governing Documents” shall mean the Articles of Incorporation of the Association, the Declaration, these Bylaws, and the Association Rules.
  12. “Member” shall mean any person holding a membership in the Association pursuant to the provisions of the Declaration.
  13. “Owner” shall mean (when so capitalized) the record holder of legal title to the fee simple interest in any Unit, Storage Unit, or Lot. If there is more than one record holder of legal title to a Unit, Storage Unit, or Lot, each record holder shall be an “Owner.”
  14. “Plat” shall mean and refer to the following duly approved and recorded plats:
      1. The Plat as more specifically identified in the Declaration.
      2. Any plat(s) respecting any Additional Land, but only after the recordation of such plat(s) and only if and after the recordation in accordance with the Declaration or supplement(s) to the Declaration adding the real property covered by such plat(s) to the Property and subjecting such real property to the Declaration.
  15. “Property” shall mean and refer to that certain real property located in Weber County, State of Utah, and more particularly described on Exhibit A hereto, together with each and every portion of the Additional Land which is added (from and after the time such portion is added) to the Property in accordance with law and the provisions of the Declaration.
  16. “Unit” shall mean (1) each individual residence on the Plat, including each single family residence, (2) any separately numbered and individually described parcel of land shown as a Lot on the Plat and intended for private use and ownership and (3) each Storage Unit.
  17. “Storage Unit” shall mean units designated for storage of vehicles or other items which are located within and identified on the Plat(s).

Unless otherwise defined herein, all other capitalized terms used herein shall have the meanings given to them in the Declaration.

ARTICLE 2.

OFFICES

The Association is a Utah nonprofit corporation, with its registered office as set forth in the records of the Utah Division of Corporations, and with a principal mailing address of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The registered and principal address of the Association may be changed by the Association from time to time.

ARTICLE 3.

VOTING, QUORUM, AND PROXIES

3.01 Voting

Votes shall be allocated amongst the Members as set forth in Section II of the Declaration.

3.02 Quorum

Except as otherwise required by the Acts or Governing Documents, the presence in person or by proxy of more than thirty-five percent (35%) of the Members at any annual or special meeting of the Members shall constitute a Quorum.

3.03 Proxies

Votes may be cast in person or by proxy. Every proxy must be executed in writing, dated by the Member or his duly authorized attorney-in-fact, in the Association approved form, and specifying whether the proxy is general in nature or limited to specific issues described therein. Such proxy forms shall be filed with the Secretary/Treasurer of the Association before or at the time of the meeting or within the time period specified by the Board. No proxy shall be valid (i) as to matters outside of the scope of any limitations included therein, and (ii) after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy. Every proxy shall immediately cease upon sale of the Unit to which it pertains.

3.04 Majority Vote

At any meeting of the Members, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting in person, or by proxy, shall be the act of the Members, unless the vote of a greater number is required by the Acts or Governing Documents.

ARTICLE 4.

ADMINISTRATION

4.01 Annual Meeting

The annual meeting of the Members shall be held at a time designated by the Board in the month of September in each year, or at such other date designated by the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

4.02 Special Meetings

Special meetings of the Members, for any purpose, unless otherwise proscribed by statute, may be called by the President or by a majority of the Board and shall be called by the President at the request of 20 percent or more of the Members.

4.03 Place of Meetings

The Board may designate the Association’s principal offices or any place within Weber County, Utah, as the place for any annual meeting or for any special meeting called by the Board.

4.04 Notice of Meetings & Setting of Meeting Agenda

Written or printed notice of any meeting of the Members, stating the place, day, and hour of the meeting and the purpose for which the meeting is called, shall be delivered personally or by mail to each Owner entitled to vote at such meeting not less than seven nor more than fifty days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Owner at his address as it appears in the office of the Association, with postage thereon prepaid. If requested by the person or persons lawfully calling such meeting, the Secretary/Treasurer shall give notice thereof at the expense of the Association.

The agenda for each meeting shall be set by the President and submitted to the Board for approval. The agenda shall be deemed approved unless a majority of the Board agrees to modify the agenda in which case the agenda shall be so modified. If a special meeting is called by a majority of the board, such majority shall be entitled to set the agenda for the meeting. Likewise, if a special meeting is called by the President at the request of the Members pursuant to article 4.02 above, the Members requesting the special meeting shall be entitled to set the agenda thereof.

4.05 Action by Written Ballot in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Members may also be taken by mail-in ballot, or similar means approved by the Board, provided that no action to be so voted upon shall be deemed either to have been approved or rejected unless Members representing at least a quorum of the total Members entitled to vote actually participate in the vote. For an action to be approved, the number of votes in approval must equal or exceed the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. In any vote by written ballot, the ballot shall: (i) set forth each proposed action; (ii) provide an opportunity to vote for or against each proposed action; (iii) indicate the number of responses need to meet the quorum requirements; (iv) state the percentage of approvals necessary to approve each matter; (v) specify the time by which the ballot must be received in order to be counted (which shall be at least 15 days from the date of mailing or other delivery); and (vi) shall provide a reasonable amount of information about the action to enable the Members to make an informed decision regarding the same.

ARTICLE 5.

Intentionally Omitted

ARTICLE 6.

BOARD OF DIRECTORS

6.01 Number and Qualifications of the Board of Directors

The Board shall be comprised of the following elected positions: one representative of each building (a “Building Vice President”); a President, a Communications Officer, a Government Relations Officer, and a Secretary/Treasurer, each of which are to be elected or appointed pursuant to this Article 6, and all of whom are required to be Members of the Association. Directors shall fill the role of Building Vice President for their respective Building if that Building does not separately elect a Building Vice President, provided that each Director shall be entitled to cast only one vote regardless of whether they fill both roles.

6.02 ELECTION OF DIRECTORS. Directors are selected from the Members and are elected by a vote of those Members in attendance at an Association annual meeting as set by the Board.

1. The ballot for voting shall be prepared by the Secretary/Treasurer as of a date approved by the Board but not later than one week prior to the annual meeting.

1. Names shall be placed on the ballot by the Secretary/Treasurer from recommendations of a nominating committee appointed by the Board and/or from any Member.
2. The President, Communications Officer, Governmental Relations Officer, and Secretary/Treasurer shall be elected by a majority vote of all of the Members present at the annual meeting.
3. Building Vice Presidents shall be elected by a majority vote of the Members present from their respective Buildings.
4. The President may allow write-in names.
5. VACANCY OF BOARD POSITIONS. In the case where a Board position is vacant or vacated prior to the next annual meeting, a person may be selected by the affirmative vote of a majority of the Board to fill the position in the interim.
6. Term of Office. The President and Communications Officer shall be elected for a term of two (2) years on the even years. The Secretary/Treasurer and Government Relations Officer shall be elected for a term of two (2) years on the odd years. The Building Vice Presidents shall be elected for a term of two (2) years with voting in odd years.

6.03 GENERAL BOARD DUTIES. The Board shall perform all duties required by, and enjoy all rights and authority granted by, the Governing Documents and shall act in carrying out the operational requirements of the Association.

1. The Board shall authorize all activities of the Association unless a vote of the membership is required. All Association activities may be conducted as authorized by a majority vote of the Board when a quorum including proxies is present to vote.
2. A vote of the membership is required to amend the Declaration. Amendments to the Declaration may be voted on at the annual meeting of the Association, by special meeting or by special ballot as approved by the Board.
3. A vote of the membership shall be required to consummate the transfer of any Common Area property. Such transfer can only be consummated upon the affirmative vote of 67% of the Members present at a duly called meeting where a Quorum is established.

6.04 Specific Director Duties.

1. The President shall be the chief director of the Association. The President shall preside at all meetings of the Association and of the Board. The President shall have the general and active control of the affairs and business of the Association and general supervision of its directors, agents, and employees. The President of the Association is designated as the Directors with the power to execute and record amendments to the Declaration on behalf of the Association. Any Action of the President shall be subject to at least sixty-seven percent (67%) of the Board excluding the President.
2. The Building Vice Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board. In the absence of the President, the Building Vice President designated by the Board or (if there be no such designation) designated in writing by the President, shall have the powers and perform the duties of the President. If no such designation shall be made, all Building Vice Presidents may exercise such powers and perform such duties. The Building Vice Presidents of the Association are designated as the Directors with the power to prepare and certify amendments to the Declaration on behalf of the Association.
3. The Secretary/Treasurer shall:
   1. keep the minutes of the proceedings of the Members meetings and of the Board meetings;
   2. see that all notices are duly given in accordance with the provisions of these Bylaws, the Declaration, and as required by the Board;
   3. be custodian of the corporate records and of the seal of the Association and affix the seal to all documents when authorized by the Board;
   4. maintain at the Association’s principal office a record containing the names and registered addresses of all Members, the designation of the Unit(s) and/or Lot(s) owned by each Owner, and, if such Unit is mortgaged, the name and address of each Mortgagee;
   5. in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to it by the President or by the Board;
   6. be the principal financial director of the Association and shall have the care and custody of all funds, securities, evidences of indebtedness, and other personal property of the Association and shall deposit the same in accordance with the instructions of the Board;
   7. receive and give receipts and acquittances for moneys paid in on account of the Association and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association of whatever nature upon maturity;
   8. shall perform all other duties incident to the office and, upon request of the Board, shall make such reports to it as may be required at any time;
   9. shall, if required by the Board, give the Association a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Association of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Association;
   10. shall have such other powers and perform such other duties as may be from time to time prescribed by the Board or the President; and

* 1. The assistants to the Secretary/Treasurer, if any, shall have the same powers and duties, subject to the supervision of the Secretary/Treasurer.

1. The Communications Officer shall assist with all communication from the board to the members. This includes the management of the HOA website. The Communications Officer is responsible for any written materials, emails, social media communication, etc.
2. Government Relations Officer is the liaison between government entities and the HOA. The Government Relations Officer is responsible to attend various City and County meetings and is responsible for any action the HOA may or may want to take in relation to those government entities.

6.05 Resignations.

Any Director may resign at any time by giving written notice to the President or to the Secretary/Treasurer of the Association. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.06 Regular Meetings of the Board

Regular meetings of the Board may be held without call or formal notice of such places within or outside the State of Utah, and at such times as the Board from time to time by vote may determine. Any business may be transacted at a regular meeting.

6.07 Special Meetings of the Board

Special meetings of the Board may be held at any place within the State of Utah or by telephone, provided that every Director can hear each other, at any time when called by the President, or by two or more Directors, upon the giving of at least three days’ prior notice of the time and place thereof to each Director by leaving such notice with such Director or at such Director’s residence or usual place of business, or by mailing it prepaid and addressed to such Director at such Director’s address as it appear on the books of the Association, or by telephone. Notices need not state the purpose of the meeting. No notice of any adjourned meeting of the Directors shall be required.

6.08 Quorum of the Board

A majority of the number of Directors fixed by these Bylaws, as amended from time to time, shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the Directors in attendance shall, except where a larger number is required by the Acts or Governing Documents, decide any question brought before such meeting. A Director may be considered to be present at a meeting and to vote at that meeting if such a Director has granted a signed, written proxy to another Director who is present at the meeting, and such proxy authorizes the Director in attendance to cast a vote with respect to a particular proposal that is described with reasonable specificity by the proxy.

6.09 Waiver of Notice

Before, at, or after any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

6.10 Informal Action by Directors

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing (including by electronic means such as e-mail), setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

6.11 Compensation

No Director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE 7.

ADDITIONAL OFFICERS AND AGENTS

The Board of Directors may appoint and remove such other assistant directors, committees, and agents, including assistant secretaries and assistant treasurers, as the Board may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. One person may hold any two offices. In all cases where the duties of any director, agent, or employee are not prescribed by the Bylaws or by the Board, such director, agent, or employee shall follow the orders and instructions of the President.

ARTICLE 8.

EVIDENCE OF MEMBERSHIP, REGISTRATION OF   
MAILING ADDRESS, AND LIEN HOLDERS

8.01 Proof of Membership.

Any person, upon becoming an Owner, shall furnish to the Association a photocopy or a certified copy of the recorded instrument vesting that person with an ownership interest in the Unit. Such a copy shall remain in the files of the Association. An Owner shall not be deemed to be in good standing and shall not be entitled to vote at an annual or special meeting of Members unless this requirement is first satisfied.

8.02 Registration of Mailing Address

If a Unit is owned by two or more Owners, such Owners shall designate one address as the registered address required by the Declaration. The registered address of the Owner or Owners shall be furnished to the Secretary/Treasurer of the Association within ten days after transfer of title, or after a change of address. Such registration shall be in written form and signed by all of the Owners of the Unit or by such persons as are authorized to represent the interests of all Owners of the Unit. If no address is registered or if all of the Owners cannot agree, then the address of the Unit shall be deemed the registered address of the Owner(s) and any notice shall be deemed duly given if delivered to the Lot or other address for the Owner on file with the Weber County Assessor’s office pertaining to the Lot.

8.03 Liens

Any Owner who mortgages or grants a deed of trust covering his Unit shall give the Association written notice of the name and address of the Mortgagee and shall file true, correct, and complete copies of the note and security instrument with the Association.

8.04 Address of the Association

The mailing address of the Association shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. Such address may be changed from time to time upon written notice to all Members and all listed Mortgagees.

ARTICLE 9.

SECURITY INTEREST IN MEMBERSHIP

Owners shall have the right irrevocably to constitute and appoint a mortgagee their true and lawful attorney-in-fact to vote their Membership in the Association at any and all meetings of the Association and to vest in the Mortgagee any and all rights, privileges, and powers that they have as Owners under the Articles of Incorporation and these Bylaws or by virtue of the Declaration. Unless otherwise expressly provided in such proxy, such proxy shall become effective upon the filing of notice by the Mortgagee with the Secretary/Treasurer of the Association. A release of the Mortgage covering the subject Unit shall operate to revoke such proxy. Nothing herein contained shall be construed to relieve Owners, as mortgagors, of their duties and obligations as Owners or to impose upon the Mortgagee the duties and obligations of an Owner.

ARTICLE 10.

AMENDMENTS

10.01 By Directors

Except as limited by the Acts or Governing Documents, the Board shall have power to make, amend, and repeal the Bylaws of the Association at any regular meeting of the Board or at any special meeting called for that purpose at which a quorum is represented. If, however, the Members shall make, amend, or repeal any Bylaw, the Directors shall not thereafter amend the same in such manner as to defeat or impair the object of the Members in taking such action.

10.02 Members

Subject to any rights conferred upon first Mortgagees in the Declaration, the Members may, by the vote of the holders of at least sixty-seven percent (67%) of the votes of the Members, unless a greater percentage is expressly required by the Acts or Governing Documents, make, alter, amend, or repeal the Bylaws of the Association at any annual meeting or at any special meeting called for that purpose at which a quorum shall be represented.

ARTICLE 11.

MISCELLANEOUS

11.01 Fiscal Year.

The fiscal year of the Association shall be such as may from time to time be established by the Board.

11.02 Other Provisions.

The Declaration contains certain other provisions relating to the administration of the Project which provisions are hereby incorporated herein by reference. To the extent that any provision of these Bylaws is inconsistent with the Declaration, the terms of the Declaration shall control.

IN WITNESS WHEREOF, the undersigned certifies that the foregoing Amended and Restated Bylaws of the Association were adopted by the Developer effective as of the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_, 2021.

Val J. Sanders

Jacki D. Sanders