

**BY-LAWS OF
DAMMERON VALLEY LANDOWNERS ASSOCIATION, INC.**

**BY-LAW ONE
PURPOSES AND OBJECTS**

In amplification of the purposes for which the Corporation has been formed as set forth in the Articles of Incorporation, the purposes and objects are as follows:

- (a) To develop a community designed for safe, healthful, and harmonious living.
- (b) To promote the collective and individual property and civic interests rights of all persons, firms, and corporations owning property in the Dammeron Valley Subdivisions as said property is shown on that certain map filed for record in the office of the recorder of the County of Washington, State of Utah.
- (c) To care for the improvements and maintenance of the community center, gateways, public easements, parkways, grass plots, trees, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above-described subdivision known as Dammeron Valley, which now exists or which may hereafter be installed or construed therein and to provide an architectural review board.
- (d) To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract to keep them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property therein, and to take any action with reference to such vacant or unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.
- (e) To aid and cooperate with the members of the Corporation, and to counsel with the Washington County Planning Commission, having jurisdiction in relation to any zoning that may affect any portion of the subject property.
- (f) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Dammeron Valley and their property interests therein.
- (g) To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.
- (h) To arrange social and recreational functions for its members.
- (i) To exercise any and all powers that may be delegated to it from time to time by the members in the Dammeron Valley Subdivisions.
- (j) This Corporation shall not engage in political activity or pursue political purposes of any kind of character.

**BY-LAW TWO
MEMBERS**

Section 1. **Class of Members.** The Corporation shall have one class of members. The qualifications and rights shall be as follows:

- (a) Every beneficial owner, as distinguished from a security owner, of a residential unit in Dammeron Valley in the County of Washington, State of Utah, shall be a member. In construing the provisions of this paragraph, beneficial owners shall include the owner of any unit or any lot in the above-described subdivision that has been re-subdivided.
- (b) Membership shall include an undertaking by the applicant to comply with and be bound by the Articles of Incorporation, these by-laws and amendments thereto, and the policies, rules, and regulations at any time adopted by the Corporation in accordance with these by-laws.

(c) Membership in this Corporation shall terminate on such member's ceasing to be a beneficial owner of a residential building site, lot, or unit in or on the property described herein.

Section 2. **Voting Rights.** Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members, provided however, that each member shall be the sole beneficial owner of a residential building site in Dammeron Valley. A member shall have one vote for each residential building site of which he is a beneficial owner, and in the event of any lot re-subdivided, this shall mean one vote for each site of ownership as re-subdivided, only one vote for such lot or site owned shall be allowed, and such joint owners shall designate and register with the Secretary of the Corporation the name of that owner entitled to cast such single vote.

(a) At membership meetings all votes shall be cast in person, or by proxy registered with the Secretary.

(b) The Board of Trustees is authorized to establish regulations provided for voting by mail.

Section 3. **Assignment of Rights.** A beneficial owner who is a member of the Corporation may assign his membership rights to the tenant residing in or on the Beneficial owner's building site. Such assignment shall be effected by filing with the Secretary of the Corporation a written notice of assignment signed by the beneficial member.

BY-LAW THREE

MEETINGS OF MEMBERS

Section 1. **Annual meeting.** An annual meeting of the members for the purpose of hearing reports from all officers and standing committees shall be held in the County of Washington, State of Utah in July of each year; unless changed by the Board of Trustees, the time place shall be fixed by the Board of Trustees. The issues to be considered at the annual meeting including amendments to the By-Laws shall be submitted to the Board of Trustees 60 days prior to the annual meeting.

Section 2. **Regular Meetings.** In addition to the annual meetings, the regular meeting of the members shall be had at such time and place as shall be determined by the Board of Trustees.

Section 3. **Special Meetings.** A special meeting of the members may be called by the President or the Board of Trustees. Also, a special meeting of the members must be called within thirty (30) days by the president, if requested by ten percent (10%) of the members having voting rights.

Section 4. **Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting.

Section 5. **Quorum.** The members holding fifty percent (50%) of the votes, in person or proxy, that may be cast at any meeting shall constitute a quorum at any meeting of members. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. **Proxies.** At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the Proxy.

Section 7. **Voting my Mail.** Where the Board of Trustees are to be elected by members, or where there is an act requiring the vote of the members, such election or vote on such proposed action may be conducted by mail in such manner as the Board of Trustees shall determine.

BY-LAW FOUR

BOARD OF TRUSTEES

Section 1. **General Powers.** The affairs of the Corporation shall be managed by the Board of Trustees, subject to instructions of the members of the Corporation as expressed by a vote of the membership.

Section 2. **Number, Tenure and Qualifications.** The number of Trustees constituting the Board of Trustees is five unless modified, as provided in the Articles of Incorporation of these By-Laws. Each Trustee shall be a member of the Association entitled to vote at a regular meeting of the Association. A candidate for a position on the Board of Trustees cannot be a co-landowner, spouse, sibling or child of a person currently serving on the board, a sub-board, or a chartered committee of the Association. At the annual meeting of the members held in the year 1982, five trustees shall be elected to the Board of Trustees. The two nominees receiving the highest number of votes shall hold office for two years and an election to fill these two positions shall be held in each even numbered year thereafter. The three nominees receiving the next highest number of votes shall hold office for one year and an election to fill these three positions shall be held in each odd numbered year thereafter. Trustees shall hold office until the annual meeting of the members held in the year their term expires and until his successor shall have been elected and qualified. Any increase or decrease in the number of Trustees shall be in units of two with one-half of the terms expiring in the following even numbered year and the remaining one-half of the terms expiring in the following odd numbered year.

Section 3. **Regular Meetings.** The board of trustees shall meet regularly at least once a month, at a time and place it shall select.

Section 4. **Special Meetings.** A special meeting of the Board of Trustees may be called by or at the request of the President or of any Board member.

Section 5. **Notices.** Notice of any special meeting of the Board of Trustees shall be given at least one (1) day prior thereto, by written or verbal notice delivered personally to each Trustee. Any Trustee may waive notice of any meeting.

Section 6. **Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time, and without further notice.

Section 7. **Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these by-laws.

Section 8. **Vacancies.** Any vacancy occurring on the Board of Trustees, and any position to be filled by reason of the increase in the number of Trustees, shall be filled by election of the Board of Trustees. A vacancy may be declared by the President by reason of resignation, loss of DVLA voting rights, or death of a member of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. **Recall.** A member of the Board of Trustees may be recalled by a regular or special meeting of the membership. A majority vote of all members with voting rights is required for recall. Such meeting will be conducted under the rules specified in Bylaw Three.

Section 10. **Meetings.** All meetings of the DVLA Board of Trustees shall be open to members except for the discussion of the following:

(a) The character, competence, or health of an individual

(b) Pending or reasonably imminent litigation

No ordinance, rule, regulation, contract, appointment, or business in general may be approved in a closed meeting.

Written minutes shall be kept of all meetings, open and closed.

Section 11. **Borrowing Money.** The Board of Trustees, after receiving approval from a vote by a 51% majority of the members entitled to vote at a meeting where a quorum is present either by ballot or by written proxy, may borrow money on behalf of the Corporation and pledge as collateral, or otherwise hypothecate, assets of the Corporation which consists of fire engine, fire house, and lot. Individual landowner properties will not be included or inferred as collateral.

BY-LAW FIVE

OFFICERS

- Section 1. **Officers.** The officers of the Corporation shall be a President, Vice-President, and Secretary/Treasurer.
- Section 2. **Qualifications and Method of Election.** The officers shall be members of the Corporation, shall be elected by the Board of Trustees, and serve for a term of one year. The President and Vice-President shall be members of the Board of Trustees.
- Section 3. **President.** The President shall preside at all meetings of the Corporation and of the Board of Trustees at which he is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as a member ex-officio of all standing committees.
- Section 4. **Vice-President.** The Vice-President shall assume the duties of the President during his absence.
- Section 5. **Secretary/Treasurer.** A Secretary and Treasurer will be selected by the Board of Trustees. The positions can be filled separately or combined and held by an individual with the title of Secretary/Treasurer. The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Trustees, which shall be an accurate and official record of all business transacted. The Secretary shall post/distribute copies of all minutes to the Board of Trustees within seven (7) calendar days following any meeting of the Corporation or the Board of Trustees. The Secretary shall post/distribute copies of the agenda to the Board of Trustees at least seven (7) calendar days prior to any regularly scheduled meeting of the Board of Trustees. The Treasurer duties are to receive all Corporate funds, keep them in a bank approved by the Board of Trustees, and pay out funds on notice signed by him/her and by one other authorized Trustee. The Treasurer shall be a member ex-officio of the finance committee.
- Section 6. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board of Trustees for the unexpired portion of the term.
- Section 7. **Officers.** Each Board of Trustee member is required to sign the following attestation:

“I attest that I have read and understood the provisions of the following documents:

Articles of Incorporation of the Dammeron Valley Landowners Association, Inc., The CC&R's of each DVLA subdivision, DVLA By-Laws, Resolutions, Architectural Guidelines,

and herewith confirm to uphold these or to undertake their revision following the democratic procedures provided in the above mentioned documents.”

BY-LAW SIX

INDEMNIFICATION

- Section 1. **Indemnification.** No officer or Trustee shall be personally liable for any obligations of the Corporation or for any duties or obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer or Trustee performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a Trustee or officer of the Corporation from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a Trustee or officer of the Corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted to have been taken by him as such Trustee or officer, and shall reimburse each such person for all attorney's fees and all legal and other expenses reasonable incurred by him in connection with any such claim or liability, including power to defend such person from all suits or claims as provided for under the provisions of the Utah Code, Annotated, as amended; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in

any proper case, even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment, or in refusing to do so in reliance upon the advice of counsel.

- Section 2. **Other Indemnification.** The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such person.
- Section 3. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this section or of Section 1.
- Section 4. **Settlement by Corporation.** The right of any person to be indemnified shall be subject always to the right of the Corporation by its Board of Trustees, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the Corporation by the payment of the amount of such settlement and costs and expenses incurred in connection therewith, including reasonable attorney's fees.

BY-LAW SEVEN

FEES, DUES, AND ASSESSMENTS

- Section 1. **Admission Without Fee.** Beneficial ownership, as recorded at Recorder's Office at Washington County, State of Utah, of a residential building site, without payment of an admission fee, shall establish the owner as a member of this Corporation.
- Section 2. **Annual Dues.** The annual dues shall be the same for each member after the budget has been reviewed and approved by 51% (fifty-one percent) of a quorum of the members entitled to vote at a meeting of the members.
- Section 3. **Payment of Dues.** The dues will be payable annually and will be due on the first of the month following the annual meeting or first of the month following membership in the association.
- Section 4. **Special Assessments.** Special assessments may be levied on members of the Corporation only by a majority vote of the quorum entitled to vote at the meeting either by ballot or by written proxy.
- Section 5. **Default in Payment of Dues or Assessments.**
- (a) When any member shall be in default in the payment of dues or assessments for a period of fifteen (15) days from the date on which such dues or assessments became payable, he shall for the purposes of voting, not be considered as a member in good standing. Such member shall not be reinstated until he has paid dues and assessments in full, and until such time as such member is reinstated, he shall have no rights of any kind arising out of a membership in the corporation.
 - (b) In addition to the foregoing, if any member shall fail to pay his dues or assessments after fifteen (15) days written notice of such delinquency given by the Corporation to such member, the amount of the dues or assessment shall become a lien on such member's lot in the subdivision in favor of the Corporation, and the Corporation shall have the right to record a notice of claim of lien, and proceed thereon in accordance with the provisions of the law, applicable to the exercise of powers of sale or foreclosure in deeds of trust or mortgages or in any manner permitted by law. In any foreclosure or sale, the unit owner shall be required to pay the costs and expenses of such proceedings and reasonable attorney's fees.

Section 6. **Assignment of Dues.** In the event any member whose dues are paid shall, during the year in which such dues are paid, terminate his membership by sale of his lot in Dammeron Valley he shall be entitled to assign to the buyer of such lot the benefit of the paid up dues.

BY-LAW EIGHT
ARCHITECTURAL REVIEW BOARD

Section 1. **Composition.**

(a) The Architectural Review Board shall be comprised of a chairman and two or more members. A quorum for Review Board action shall be three members. This Board may be the members of the Board of Trustees, or a new Board created by the Board of Trustees.

(b) Qualifications for membership:

1) Be a DVLA member in good standing.

2) Be dedicated to upholding the Protective Covenants, Articles of Incorporation, Bylaws and Architectural Guidelines, as well as to amending these documents in good faith as provided by established procedures.

3) Be willing and able to handle a significant share of the ARB workload.

4) Have a reasonable knowledge of construction and design or a good sense of aesthetics or both.

5) A candidate for a position on the Architectural Review Board cannot be a co-landowner, spouse, sibling or child of a person currently serving on the Board of Trustees, the Architectural Review Board, a sub-board, or a chartered committee of the Association.

(c) Term of Office:

ARB Members will be appointed for a term of two years. Each ARB Member will be reviewed at the end of the two years by the Board of Trustees. By mutual desire of the ARB Member and the Board of Trustees, the ARB Member may be reappointed for a one year term with a review at the end of the year. No ARB Member shall serve more than two consecutive terms.

Section 2. **Duties.** It shall be the duty of the Architectural Review Board to consult with members and advise the Board of Trustees regarding the external design, appearance, location, and maintenance of the properties and of improvements thereon. When the ARB and a member cannot agree with regard to matters of design, appearance, location and maintenance of properties and improvements thereon, the matter shall be submitted to the Board of Trustees for resolution at a duly called meeting of the Board, for which the matter has been noticed on the agenda. The Board shall interpret the Architectural Guidelines, taking into account the differences in Protective Covenants recorded for different phases of Dammeron Valley and the overall plan of development for the Valley as reflected by the existing characteristics of each phase or subdivision of the Valley.

Section 3. **Procedures.** The Architectural Review Board shall formulate general guidelines and procedures and submit them to the Board of Trustees. The text of all proposed changes to the Architectural Guidelines will be included in the next annual meeting notification. The proposed changes to the guidelines shall be considered adopted policy of the Architectural Review Board when approved by a majority of members. The Architectural Review Board shall act in accordance with such guidelines.

BY-LAW NINE
FISCAL YEAR

The fiscal year of the Corporation shall be from July 1st of each year through June 30th of the following year.

**BY-LAW TEN
AMENDMENTS**

Any proposed amendment to these By-Laws must be submitted in writing 60 days prior to any meeting of the members of the Corporation. Such proposed amendments shall be voted on by the members of the Corporation at the next meeting of the members.

**BY-LAW ELEVEN
EFFECTIVE DATE OF AMENDMENTS**

A proposed amendment shall become effective when approved by a 51% majority of the members entitled to vote at that meeting either by ballot or by written proxy.

CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly appointed and acting Secretary of the Dammeron Valley Landowners Association, Inc., a Utah Corporation, and

THAT the foregoing By-Laws constitute the revised By-Laws of said Corporation, as duly adopted at a meeting of the members, thereof, held on the 17th day of May 2003, pursuant to UCA 16-10-25 (1953), which revised By-Laws supersede the original By-Laws adopted on February 13, 1982 and amended February 10, 1987, July 15, 1995, and July 20, 1996, May 18, 2002 and May 17, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of Said Corporation on the 17th day of May 2003.

Signed by Arlene Kirkham, Secretary/Treasurer

BOARD OF TRUSTEES, 2003/2004

Mark Ahrenholtz

Kenneth Mandell

Barbara Hjelle

Lyman Everett

Bill Feeney