

BARRINGTON PARK

11788304
01/13/2014 08:41 AM \$329.00
Book - 10204 Pg - 8554-8575
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
BARRINGTON PARK HOA
1245 DARBY CASTLE WAY
TAYLORSVILLE UT 84123
BY: CDC, DEPUTY - WI 22 P.

BYLAWS

REVISED JANUARY 10, 2014

Table Of Contents

RECITALS	ii
ARTICLE I – NAME AND LOCATION	1
ARTICLE II - DEFINITIONS.....	2
ARTICLE III - VOTING	3
ARTICLE IV – MEETING OF MEMBERS.....	4
ARTICLE V – BOARD OF DIRECTORS: SELECTION & TERM OF OFFICE.....	5
ARTICLE VI – NOMINATION AND ELECTION OF DIRECTORS	6
ARTICLE VII – MEETING OF DIRECTORS	7
ARTICLE VIII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS	8
ARTICLE IX – OFFICERS AND THEIR DUTIES.....	10
ARTICLE X - COMMITTEES	12
ARTICLE XI – BOOKS AND RECORDS.....	13
ARTICLE XII - ASSESSMENTS	16
ARTICLE XIII – AMENDMENTS TO BYLAWS	17
ARTICLE XIV – FISCAL YEAR	18
SIGNATURE PAGE	19

RECITALS

Declarants have previously filed of record in the office of the Salt Lake County Recorder the Bylaws of Barrington Park Homeowners' Association, recorded on April 14th, 1983 Entry No. 3780913, In Book 5451, at Page 1592 of the Official Records ("Original Bylaws").

Original Bylaws being superseded and replaced by this Amended and Restated Bylaws of Barrington Park Homeowners' Association.

All Members are subject to these bylaws.

ARTICLE I – NAME AND LOCATION

The name of the Corporation is BARRINGTON PARK HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The Association is a Utah Non-Profit Corporation. The principal office of the Association shall be located at Taylorsville, Utah and meetings of members and directors shall be held within the property or at such places within Salt Lake County, State of Utah, as close to the property as practicable, which may hereafter be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

1. "**Association**" shall mean the BARRINGTON PARK HOMEOWNERS' ASSOCIATION (BPHOA), a Utah Non-Profit Corporation, its successors and assigns.
2. "**Common Area**" shall mean all real property or improvements located thereon owned by the Association for the common use and enjoyment of the Owners, which areas are designated on the official Plats of BPHOA as all areas not within the boundaries of specific numbered Lots.
3. "**Declaration**" or "**CC&Rs**" shall mean the Amended Declaration of Covenants, Conditions and Restrictions (CC&Rs) of Barrington Park, a Planned Unit Development.
4. "**Declarants**" shall mean and refer collectively to Barrington Park Homeowners' Association, and each owner of an individual Lot within Barrington Park.
5. "**Limited Common Area**" shall mean and refer to that portion of the Common Area which is reserved for the exclusive use of the owners of adjacent Lots, which areas are designated on the recorded Plat Maps by single cross-hatching and by numbering which identifies the particular Lot to which each Limited Common Area is attached.
6. "**Lot**" shall mean and refer to any plot of land upon any recorded Plat Map of the Property, numbered and specifically described, but which is not designated by cross-hatching. Where appropriate the term "Lot" shall also include reference to any and all improvements constructed thereon.
7. "**Member**" shall mean and refer to every person or entity that owns any Lot.
8. "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
9. "**Property**" shall mean all of the real estate and property identified and described in Exhibit "A" "B" and "C" of the Declaration, including all structures and other improvements located or constructed thereon.

ARTICLE III - VOTING

One vote per Lot is permitted. When more than one (1) person is the Owner of a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot. If a conflicting vote is cast pertaining to one Lot then all votes pertaining to that Lot shall be disregarded.

ARTICLE IV – MEETING OF MEMBERS

1. **Annual Meetings.** The Annual Meeting shall be held during the month of September unless otherwise determined by the Board of Directors.
2. **Special Meetings.** Special meetings of the Members of the Association may be called at any time by the President or by the Board of Directors, and shall be promptly called by the Board upon:
 - A) The vote for such a meeting by a majority of a quorum of the Board.
 - B) Receipt of a written request therefor signed by Members representing not less than fifteen percent (15%) of the total voting interest of the Association.
3. **Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting by personal delivery; by mailing a copy of such notice, postage prepaid addressed to the Member's address last appearing on the books of the Association for the purpose of notice; by sending a copy of such notice via email; or by posting such notice on the Common Area at least fifteen (15) but not more than thirty (30) days before such meeting to each Member entitled to vote thereat (unless a longer notice period is required by the Declaration). Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.
4. **Quorum.** The presence at a meeting of the Members present or by proxy of more than twenty-five percent (25%) of the total voting interest of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If any meeting cannot be held due to a lack of quorum then the meeting shall be adjourned and reconvened in (20) twenty minutes, provided that the quorum requirement for such a subsequent meeting shall be more than twenty percent (20%) of the total voting interest of the Association.
5. **Proxies.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the commencement of the meeting. Every proxy shall be revocable and shall automatically cease upon completion of the designated meeting of the Members. Proxies will be limited to five (5) per individual.

ARTICLE V – BOARD OF DIRECTORS: SELECTION & TERM OF OFFICE

1. **Number**. The affairs of this Association shall be managed by a Board of nine (9) Directors, each being Members of the Association.
2. **Term of Office**. At the Annual Meeting, the Members shall elect three (3) Directors for a term of three (3) years. At the expiration of the term of office of each respective Director, his successor shall be elected to serve for a term of three (3) years. If a Director dies, resigns, or is removed, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.
3. **Non-Cumulative Voting**. In any election of the Members of the Board, every Member shall have the right to cast one vote per Lot for each position on the Board to be filled. The candidates receiving the highest number of votes up to the number of Board Members to be elected shall be deemed elected.
4. **Removal**. The entire Board or an individual Director may be removed from office by a majority vote of the Association.
5. **Compensation**. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.
6. **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 the written approval of a quorum of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI – NOMINATION AND ELECTION OF DIRECTORS

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 Chairperson, who shall be a Member of the Board of Directors, and two or more Members of the Association who are not on the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members, to serve until the close of the 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 shall be made from the Members of the Association.
2. **Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws. The persons receiving the largest number of votes shall be elected.

ARTICLE VII – MEETING OF DIRECTORS

1. **Regular Meetings.** Regular Meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the time and place of such regular Meetings shall be posted at a prominent place or places within the Common Area.
2. **Special Meetings.** Special Meetings of the Board of Directors shall be held when called by the President of the Association, by any two (2) Directors, or by a request in writing by one-fourth (1/4) of the Members who are entitled to vote. Notice of the time and place of such Special Meeting, and the nature of any special business to be considered, shall be sent to all Directors and posted at a prominent place or places within the Common Area not less than seventy-two (72) hours prior to the scheduled time of the meeting.
3. **Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every 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.
4. **Open Meetings.** Regular and Special Meetings of the Board shall be open to all Members of the Association, provided, however, that Association members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board. Notwithstanding the foregoing, the Board may, with the approval of a majority of a quorum of the Directors, adjourn a meeting and reconvene in executive session to discuss personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.
5. **Minutes.** Minutes are to be kept for every meeting where the Board is present, and shall be made available to Members upon request, per Article XI. Any decisions made by the Board outside of scheduled Meetings must be documented and any correspondence shall be made available to Members upon request, per Article XI.

ARTICLE VIII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- A) 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 the infraction thereof.
- B) 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 sixty (60) days for infraction of published Rules and Regulations.
- C) 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 Bylaws, the Articles of Incorporation, or the Declaration.
- D) 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) Engage a management agent, manager, an independent contractor, or such other persons or employees as they deem necessary, to perform such duties and services as the Board shall authorize, including but not limited to, any of the duties set forth in Section 2 of this Article VIII, subject to the right and obligation of the Board to supervise the manager.

2. **Duties.** It shall be the duty of the Board of Directors to:

- A) 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 as requested by Members, per Article VII, 2.
- B) 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, to:
 - (1) Fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each Annual Assessment period.
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

D) 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 certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

E) Procure and maintain adequate liability and hazard insurance on property owned by the Association in at least the amounts specified in the Declaration.

F) Cause all officers, managers, or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

G) Cause the Common Area to be maintained.

H) Cause the exterior of the dwellings to be maintained.

3. **Limitation on Powers of Board.** Notwithstanding any other provisions to the contrary contained in the Declaration, these Bylaws, or the Articles of Incorporation, the Board shall not, without the vote or written consent of a majority of the Members, take any of the following actions:

A) Incur aggregate expenditures for capital improvements to the Common Area in any fiscal year in excess of five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

B) Sell, during any fiscal year, property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

C) Pay compensation to Directors or to Officers of the Association.

ARTICLE IX – OFFICERS AND THEIR DUTIES

1. **Fiduciary Relationship.** The Members of the Board of Directors and each Officer of the Association have a fiduciary relationship with the Members of the Association. This fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its Members. It requires the Members of the Board to act in good faith and in the best interests of the Association. It means that Board Members exercise due care and diligence when acting for the community, and it requires them to act within the scope of their authority.
2. **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 create.
3. **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.
4. **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.
5. **Special Appointments.** The Board may elect such 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.
6. **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. A member of the Board who misses three (3) meetings in a row will be removed from the Board.
7. **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 he replaces.
8. **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 5 of this Article IX.
9. **Duties.** The duties of the officers are as follows:
 - 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 shall co-sign all checks and promissory notes.

B) The Vice-President shall act in the place 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.

C) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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 shall perform such other duties as required by the Board.

D) The Treasurer shall receive and deposit in bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the Members.

ARTICLE X - COMMITTEES

The Association shall appoint an Architectural Control Committee and an Appeals Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out it's purpose.

ARTICLE XI – BOOKS AND RECORDS

The Association shall maintain within the State of Utah all documents, information, and other records of the Association in accordance with the Declaration, these Bylaws, and the Utah Revised Non-Profit Corporation Act in the manner prescribed by a resolution adopted by the Board of Directors.

1. General Records

A) The Board of Directors or the Manager for the Association shall keep detailed records of the actions of the Board of Directors and Manager; minutes of the meetings of the Board of Directors; and minutes of the Owner meetings of the Association.

B) The Board of Directors shall maintain a book of resolutions containing the rules, regulations, and policies adopted by the Association and Board of Directors.

C) The Board of Directors shall maintain a list of Owners.

D) The Association shall retain within the State of Utah all records of the Association for not less than the period specified in applicable law.

2. Records of Receipts and Expenditures. The Board of Directors or its designee shall keep detailed, accurate records in chronological order of the receipts and expenditures affecting the Property, itemizing the maintenance and repair expenses of the Common Areas or Association property and any other expenses incurred.

3. Financial Reports and Audits

A) An Annual Report of the receipts and expenditures of the Association and a balance sheet showing assets and liabilities shall be rendered by the Board of Directors to all Owners and to Eligible Mortgagees of Units.

B) The Board of Directors shall annually, at the expense of the Association, obtain an “accounting review” or “agreed upon procedures” by a certified public accountant or other similar financial review of the books and records pertaining to the Association and furnish copies thereof to the Owners and Eligible Mortgagees of Units who request this information. From time to time the Board may also, at the expense of the Association, obtain an audit by a certified public accountant of the books and records of the Association. At any time any Owner or Eligible Mortgagee may, at such Owner’s or Eligible Mortgagee’s own expense, cause an audit or inspection to be made of the books and records of the Association.

4. Inspection of Records by Owners.

A) Except as provided in Section 5 below, all records of the Association shall be reasonably available for examination by an Owner and any Eligible Mortgagee of a Unit pursuant to Rules adopted by resolution of the Board of Directors.

B) The Board of Directors shall maintain a copy, suitable for the purposes of duplication of the following:

- (1) The Declaration, Bylaws, and any amendments in effect or supplements thereto, and Rules of the Association.
- (2) The most recent financial statement prepared pursuant to Section 3 above.
- (3) The current operating budget of the Association.

C) The Association shall, within a mutually agreeable time, after receipt of a written request by an Owner, furnish the requested information required to be maintained under Subsection B of this Section.

D) The Board, by resolution, may adopt reasonable Rules governing the frequency, time, location, notice and manner of examination and duplication of Association Records and the imposition of a reasonable fee for furnishing copies of any documents, information or records described in this Section. The fee may include reasonable personnel costs incurred to furnish the information, including any and all fees the Association may be charged by its designee that assists the Association in furnishing this information, which may include managerial, legal, or accounting fees.

5. **Records Not Subject to Inspection.** Records kept by or on behalf of the Association may be withheld from examination and duplication to the extent the records concern:

A) Personnel matters relating to a specific identified person or a person's medical records.

B) Contracts, leases, and other business transactions that are currently under negotiation to purchase or provide goods or services.

C) Communications with legal counsel that relate to matters specified in Subsections A and B of this Section, or current or pending litigation.

D) Documents concerning existing or potential litigation, mediation, arbitration, or administrative proceedings.

E) Disclosure of information in violation of law.

F) Documents concerning existing or potential matters involving federal, state or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Declaration, Bylaws or Rules.

G) Documents, correspondence, or management or Board of Director reports compiled for or on behalf of the Association or the Board by its agents or committees for consideration by the Board in executive session.

H) Documents, correspondence, or other matters considered by the Board of Directors in executive session.

I) Files of individual Owners, other than those of a requesting Owner or requesting Eligible Mortgagee of an individual Owner, including any individual Owner's file kept by or on behalf of the Association.

ARTICLE XII - ASSESSMENTS

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 fifteen (15) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum. Any Assessments delinquent more than fifteen (15) days shall incur a late charge of twenty-five dollars (\$25.00), or five percent (5%) of the delinquent amount, whichever is greater each month until paid in full. 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 one may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIII – AMENDMENTS TO BYLAWS

These Bylaws may be amended by the Association and no amendment shall take effect unless approved by a majority of Members.

ARTICLE XIV – FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of October and end on the thirtieth (30th) day of September of every year.

SIGNATURE PAGE

I the undersigned, do certify:

That I am the duly elected President of BARRINGTON PARK HOMEOWNERS' ASSOCIATION, a Utah Corporation.

That the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted by a majority of the voting interests of the Association. These Bylaws supersede all Bylaws previously adopted.

By Gregory A. Frasee
GREGORY O. FRASEE

President

On the 10 day of Jan, 2014, before me a Notary Public for the State of Utah, personally appeared Gregory O. Frasee, known to me to be the President of the Barrington Park Homeowners' Association, Inc. who executed the within instrument and acknowledged to me that they executed the same for and on behalf of the Association after having first received approval from at least a majority of the Association's voting interests.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.

Barbara Mines

