

Big Hollow

285397

ENTRY NO. BK 272 PG 156-160


1986 JUL 22 PM 4: 21

BY - LAWS

REQUEST OF Intermountain Land & Cattle
JANET J. LUND SANPETE CO. RECORDER Corp.

of

BIG HOLLOW
PROPERTY OWNERS ASSOCIATION,
AN UNINCORPORATED ASSOCIATION

BY  DEPUTY

Big Hollow Amended.
GRANTOR'S B
GRANTEES N

ARTICLE I.
OFFICE

The principal office of the Association shall be

1445 Thistledowns
Sandy, Utah 84092

ARTICLE II.
MEETINGS OF MEMBERS

Section 2.1 - Annual Meeting. The annual meeting of the members shall be held at 7:00 P.M. on the first Monday in February of each year at the principal office of the Association, or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided, however, that whenever such a date falls upon a legal holiday, the meeting shall be held on the next succeeding business day and further provided that the Board of Trustees may, by resolution, fix the date of the annual meeting at such other date as the Board may deem appropriate. At such meeting, the members shall elect trustees for one(1) year term to serve until their successors shall be elected and shall quality. Only members of the Association shall be elected trustees; provided, however, that officers and/or duly authorized agents or corpoate members may also be elected trustees of the Association.

Section 2.2 - Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Trustees, or by any number of members whose holdings shall not be less than one-third (1/3) of the memberships of the Association.

Section 2.3 - Notice of Meetings. Notice of all annual and special meetings of the members shall be given in accordance with the statutes of the State of Utah. Whenever all of the members shall meet in person or by proxy, such meetings shall be valid for the purposes without call or notice, or waiver of call and notice. No notice of any meeting of members shall be necessary if waiver of notice be signed by all of the members, whether before or after the time of the meeting.

Section 2.4 - Presiding Officer. The President, and in his absence a Vice President, shall preside at all such meetings...

Section 2.5 - Voting Requirements. When a quorum is present in person or represented by proxy at any meeting, the vote of a majority of the membership shall decide any question brought before such meeting, including the election of trustees unless the question is one upon which, by express provision of the statutes of the State of Utah or of the Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern

and control the decision of such question. All votes may be cast by the members either in person or by proxy. All proxies shall be in writing, and, in the case of proxies for the annual meeting, they shall be delivered to a credentials committee consisting of the President, a Vice President and Secretary of the Association at least ten (10) days prior to said annual meeting. Proxies for special members meetings must be of record with the credentials committee at least five (5) days prior to the holding of such special members meetings. If instructed, the Secretary shall enter a record of such proxies in the minutes of the meeting. On all matters presented to a vote of the members, the holder of each membership shall have one vote per lot.

No matter shall be deemed to have been approved by the members unless it shall have been presented to and received the affirmative vote of the majority of the members. In the case of a membership owned as joint tenants, each such joint tenant shall have the number of votes determined by dividing the number of votes attributable to the membership by the number of joint tenants who own the membership.

Section 2.6 - Registered Members. At annual meetings of the members, only such persons shall be entitled to vote in person or by proxy as appear as members upon the transfer books of the Association on the 30th day before such annual members' meeting. The Board of Trustees may, by resolution, fix a date in advance of the date of special members' meetings upon which a member must appear as a member of record on the Association's transfer books in order to be entitled to vote at such special members' meetings; provided, however, that said date shall in no event be fixed at less than ten (10) nor more than thirty (30) days prior to the date set for such meeting.

Section 2.7 - Quorum. At any meeting of the members a majority of memberships of the Association present in person or by proxy shall constitute a quorum of the members for all purposes. In the absence of a quorum, the chairman of the meeting may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until holders of the amount of memberships requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.8 - Waiver of Irregularities. All inaccuracies and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials and method of ascertaining those present shall be deemed waived if no objection is made at the meeting.

ARTICLE III. BOARD OF TRUSTEES

Section 3.1 - Responsibilities. The business and property of the Association shall be managed by its Board of Trustees (herein designated and referred to as the "Board of Trustees"). The Board of Trustees may, however, enter into such management agreement or agreements with third persons as it may deem advisable.

Section 3.2 - Vacancies. In case of any vacancy in the Board of Trustees, the remaining members of the Board may elect a successor trustee or trustees to hold office until the next meeting of the members.

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Section 3.3 - Regular Meetings. A regular annual meeting of the Board of Trustees shall be held immediately after the adjournment of each annual members' meeting at the place at which such members' meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Trustees may from time to time by resolution provide.

Section 3.4 - Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the President, the Vice President, or by a majority of the Board. By unanimous consent of the trustees, special meetings of the Board may be held without call or notice at any time or place. Notice of all calls and meetings of the Board of Trustees shall be as provided in the by-laws.

Section 3.5 - Quorum. A quorum for the transaction of business at any meeting of the trustees shall consist of a majority of the trustees then in office.

Section 3.6 - Committees. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more of the members of the Association, which, to the extent provided in said resolution, shall have and may exercise the powers in said resolution set forth. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees. Such Committees shall keep regular minutes of their proceedings and report the same to the Board of Trustees when required. The President may appoint persons to fill vacancies on each of said committees occasioned by death, resignation, removal or inability to act for any extended period of time.

Section 3.7 - Compensation. Trustees shall not receive any stated salary for their services.

Section 3.8 - Additional Facilities. The Board of Trustees shall have the authority to provide such facilities, in addition to those for which provision has already been made, as it may deem to be in the interest of the members.

ARTICLE IV. OFFICERS

Section 4.1 - Selection of Officers. The trustees shall elect or appoint the officers of the Association. Such selection or appointment shall regularly take place at the first meeting of the trustees immediately following the annual meeting of the members; provided, however, that election of officers may be held at any other meeting of the Board of Trustees.

Section 4.2 - Additional Officers. The Board of Trustees may appoint such other officers, in addition to the officers herein below expressly named, as they shall deem necessary, who shall have such authority to perform such duties as may be prescribed from time to time by the Board of Trustees or by the President.

Section 4.3 - Removal. All officers and agents shall be subject to removal, with or without cause, at any time by the affirmative vote of the majority of the then members of the Board of Trustees.

Section 4.4 - President. President shall be Chief Executive Officer of the Association and shall exercise general supervision over its property and affairs. He shall sign on behalf of the Association all membership certificates, conveyances, mortgages and contracts and shall do and perform all acts and things which the Board of Trustees may require of him. He shall receive such compensation for his services as may be fixed or approved by the Board of Trustees. President shall be invited to attend meetings of each committee.

Section 4.5 - Vice President. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. He shall perform such other duties as the Board of Trustees may impose upon him and shall receive such compensation as may be fixed or approved by the Board of Trustees.

Section 4.6 - Secretary. The Secretary shall keep the minutes of the Association, its membership books and such books and records as the by-laws or any resolution of the Trustees may require him to keep. He shall be the custodian of the seal of the Association and shall affix the seal to all papers and instruments requiring it. He shall perform such other services as the Board of Trustees may fix or approve. One or more Assistant Secretaries may be elected, who shall, in the event of the Secretary's absence or inability to act, perform the duties and functions of the Secretary.

Section 4.7 - Treasurer. The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Trustees and shall, when requested by the President to do so, report the state of the finances of the Association at each annual meeting of the members and at any meeting of the trustees. He shall perform such other services as the Board of Trustees may require of him and shall receive compensation as the Board of Trustees may fix or approve.

ARTICLE V. DIVIDENDS

There shall be no dividends paid or payable by the Association. It is hereby acknowledged that the Association is organized as a non-profit Association under the Utah Non-Profit Association Cooperative Association Act solely and strictly as an association of property owners to act as an agent for said owners in the management of the Project. It is not intended that the Association realize any profit on any transactions.

ARTICLE VI. ANNUAL STATEMENT

The Board of Trustees shall present at each annual meeting, and when called for by a vote of the members at any special meeting of the members, a full and complete statement of the business and condition of the Association.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Association shall be fixed by a resolution of the Board of Trustees.

ARTICLE VIII.
TRANSFER OF POWER

Upon the completion of 80% of the lots being sold or December 1, 1987, whichever comes first, the members will take control of the Association and the current Trustees resignation will be automatic.

ARTICLE IX.
AMENDMENTS

The by-laws may be altered or repealed by the affirmative vote of a majority of the members at any regular meeting of the members or at any special meeting of the members if notice of the proposed alternation or repeal be contained in the notice of such special meeting.

DATED: 7-22-86

[Signature]
Trustee

[Signature]
Trustee

Trustee

STATE OF UTAH)
 : ss
COUNTY OF SALT)
LAKE

Phillip Kaplan & Tim White personally appeared before me, a Notary Public in and for Salt Lake County, State of Utah, who being first duly sworn on oath deposes and says that THEY are duly authorized to execute the foregoing document.

Subscribed and sworn to before me this 22nd day of July, 1986.

My Commission Expires: also 10/1

[Signature]
Notary Public
Resides in: Salt Lake County

