

4. Voting - Proxies. Each member, who is in good standing by not being delinquent (more than 60 days) in the payment of dues or assessments, may vote one vote for each matter that a vote is required. Proxy votes shall be allowed.

ARTICLE III: DIRECTORS

1. Number and Qualifications. The entire Board of Directors shall consist of an odd number of at least three and no more than seven persons. The non-resident manager shall be a non voting ex-officio member of the Board of Directors.

2. Manner of Election. The Board of Directors shall be elected at every annual meeting as provided herein.

3. Term of Office. The term of office of the individual directors shall be staggered so that one-half of the Board of Directors shall be elected at each annual meeting or until his or her successor has been duly appointed.

4. Duties and Powers. The Board of Directors shall have control and management of the affairs and business of the Association. The directors shall in all cases act as a Board, regularly convened, and; in the transaction of business, the act of a Fifty-One Percent (51%) present at a meeting shall be the act of the Board.

5. Itemized Powers. The Board of Directors shall have the following powers. These are in addition to those powers required by the Articles of Incorporation, the "Utah Revised Nonprofit Corporation Act." Utah Code Annotated 16-6a-101 et. seq., 1953 as amended, and the Declaration of Covenants, Conditions and Restrictions of Willowbend West Subdivision A Residential Planned Unit Development, as amended:

- a. Incorporation.
- b. Managing & maintaining the real & personal property of the Association.
- c. Assessing members & collecting assessments in order to manage & maintain the property of the Association.
- d. Securing property & liability insurance.
- e. Signing legal documents and being the keeper thereof.
- f. Forming committees it deems necessary in carrying out its duties.
- g. Establish rules and regulations.

6. Delegated Powers. The Board of Directors may by written contract delegate, in whole or in part, to a professional management organization, or person, such of its duties, responsibilities, functions, and powers as are properly delegable.

7. Meetings. The Board of Directors shall meet regularly during the year for the transaction of business as determined by the President of the Board.

8. Notice of Meetings. No specific notice need be given of any regular scheduled meeting of the Board. Notice can be by notice at the last regular meeting, by telephone, or by mail.

9. Place of Meeting. The Board of Directors may hold its meetings any place designated in the notice of such meeting.

10. Quorum. At any meeting of the Board of Directors, the presence of Fifty-One percent (51%) of the Board shall be necessary to constitute a quorum for the transaction of business.

11. Voting. Each director shall have one vote. Proxies shall be allowed.

12. Vacancies. Any vacancy occurring in the Board of Directors shall be filled promptly by a member recommended and approved by the remaining Board of Directors. The director thus chosen shall hold office for the unexpired term of his or her predecessor and the election and qualification of the successor.

13. Removal from Office. Any director may be removed with cause, at any time, by a vote of a Fifty-One Percent (51%) of the Board of Directors.

14. Resignation. Any director may resign at any time, such resignation to be made in writing and to take effect immediately.

ARTICLE IV: OFFICERS

1. Officers and Qualifications. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. The non-resident property manager shall function as a Treasurer.

2. Appointment. All officers of the Association shall be directors. Except that the Treasurer shall be a non-voting ex-officio member of the Board of Directors.

3. Term of Office. All officers shall hold office until their successors have been duly elected and have qualified.

4. Duties. The duties and powers of the officers of the Association shall be as follows or as hereafter set by resolution of the Board of Directors:

President

- a. Shall present at each annual meeting of the members a report of the condition of the business of the Association.

Vice President:

- a. Shall assume the duties of the President whenever the President so elects or whenever the President is unable to do so.

Secretary

- a. Shall keep the minutes of the meetings of the Board of Directors and of the annual meeting.
- b. Shall be custodian of the records not kept with the property manager / treasurer.
- c. Shall keep at the principal office of the Association a book or record containing the names and addresses of all persons who are members.
- d. Shall keep, prepare and make available a current list of the Officers, Board of Directors, & other committee members, of the Association along with their mailing address.
- e. Shall perform the entire duties incident to the office of Secretary.

Treasurer

- a. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and shall deposit such funds and securities in the name of the Association in such banks or elsewhere as the Board of Directors, may designate.
- b. Shall make, sign, and endorse in the name of the Association all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President.
- c. Shall keep at the principal office of the Association accurate books of account of all its business and transactions.
- d. Shall render a report of the condition of the finances of the Association at each regular meeting of the Board of Directors and shall make a full financial report at the annual meeting of the members.

6. Vacancies. The Board of Directors shall fill all vacancies promptly.

7. Compensation. Officers who are also positions of staff, as well as all other staff employees shall receive such salary or compensation as may be fixed by the Board of Directors. Otherwise, no officer shall receive any compensation or salary.

ARTICLE V:
BILLS, NOTES, ETC.

1. Execution. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by such officer, or designee, as the Board of Directors shall from time to time by resolution direct.

ARTICLE VI:
STANDARD OF CONDUCT, CONFLICTS, & INDEMNIFICATION

1. Standard of Conduct. Each director, board member, officer, committee member, & paid employee shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner they believe to be in the best interest of the Association.

2. Conflict of Interest. If a director, board member, officer, committee member, & paid employee concerning any transaction effected or proposed, is a party thereto or has a beneficial financial interest, or a person related is a party thereto or has a beneficial financial interest, that conflict of interest must be disclosed before taking action. Such disclosure must include the existence and nature of the conflicting interest along with all known facts that an ordinarily prudent person would deem material.

3. Indemnification. The Association shall indemnify any director, board member, officer, committee member, & paid employee made a party to a proceeding because he or she was a trustee, board member, officer, committee member, & paid employee, against liability incurred if: their conduct was in good faith; and they reasonably believed that their conduct was in, or not opposed to, the Association's best interest; and in the case of a criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.

ARTICLE VII:
AMENDMENTS

1. Manner of Amending. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of a Fifty-One Percent (51%) of the entire Board of Directors.

ADOPTED THIS 26 DAY OF May, 2004, at the regularly scheduled Board of Directors meeting of the Willowbend West Homeowners Association, Inc.


Mark Rasmussen, President, Board of Directors