

BYLAWS  
OF THE  
SWAINS CREEK PINES LOT OWNERS ASSOCIATION  
(September 1, 1991)

ARTICLE I  
NAME AND LOCATION

The name of the Corporation is the SWAINS CREEK PINES LOT OWNERS ASSOCIATION. The mailing address of the Association is Post Office Box 1164, Duck Creek Village, Utah 84762 or such other addresses as the Association's Board of Directors may designate from time to time.

ARTICLE II  
PURPOSES

The purposes for which the Association is organized shall be as stated in the Association's Articles of Incorporation.

ARTICLE III  
MEMBERS AND VOTING RIGHTS

3.01 Every owner, as defined in the Association's Articles of Incorporation shall be a member of the Association.

3.02 Membership shall include an undertaking by owners and applicants for membership to comply with and be bound by the Association's Articles of Incorporation, Bylaws and amendments thereto and the policies, rules and regulations at any time adopted by the Association in accordance with these Bylaws. Membership shall terminate upon a member's ceasing to be an owner as defined by the Association's Articles of Incorporation.

3.03 Each member of the Association in good standing shall be entitled to vote on each matter submitted to vote of the members of the Association. A voting membership shall be as defined in the Association's Articles of Incorporation. At membership meetings, all votes shall be cast in person or by absentee ballot. An absentee ballot, two envelopes of different size, and an identification card, shall be mailed to members with the notice in accordance with Paragraph 4.02. Members not attending the meeting may fill out their ballot and seal it in the smaller envelope. The smaller sealed envelope, together with the signed member identification card, shall then be sealed in the larger envelope. Such ballot must be received at the Association's office at least one day before the meeting. Upon receipt, the secretary shall open the outer envelope and record which member is voting by ballot. The inner envelope containing the ballot shall not be opened until the meeting, and shall be counted with the other votes.

ARTICLE IV  
MEETINGS OF MEMBERS

4.01 An annual meeting of the members for the purpose of hearing reports from the Association's officers, directors, committees and to hold elections will be held on a major holiday weekend. This weekend will be either Memorial Day weekend, 4th of July weekend or Labor Day weekend, as designated by the Board of Directors.

#### ARTICLE IV - continued

4.02 Notice of the annual meeting shall be given to members by mailing notifications and absentee ballots to members not less than fifteen (15) days in advance of the annual meeting. The notice is not required to include specific items which will be considered at the meeting, unless such notice is required by law, the Articles, or the Bylaws.

4.03 Where directors are to be elected by members or where there is an act requiring the vote of members, such election or vote on such proposed action shall be conducted at the annual meeting. The vote of a majority of the votes entitled to be cast by members in good standing who are present or represented by absentee ballot at a meeting shall be necessary for the adoption of any matter voted on by the members unless a greater portion is required by law, by these Bylaws, or by the Articles of Incorporation. Proxy voting shall not be permitted.

4.04 All meetings of the Board of Directors and of the Association members shall be conducted according to the rules and procedures set forth in the Robert's Rules of Order. A copy of this procedure should be available.

#### ARTICLE V BOARD OF DIRECTORS

5.01 The business of the Association shall be managed by the Board of Directors.

5.02 The Board of Directors shall consist of nine (9) members in good standing from the corporation who shall hold office until two (2) years following his or her election and until his or her successor shall have been elected and qualified. No director may serve more than two (2) consecutive terms.

5.03 The Board of Directors shall meet regularly at least once each month between June and September, optionally in October and once during the winter each year.

A special meeting of the Board of Directors may be called by a majority of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least thirty (30) days prior thereto, in writing, sent by mail to each Director. Any Director may waive notice of any meeting.

5.04 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.05 Any vacancy occurring in the Board of Directors shall be filled by election by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### ARTICLE VI OFFICERS

6.01 The officers of the Association shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. No two (2) offices shall be held by the same person.

6.02 The officers shall be Directors of the Association and serve for a term of one (1) year.

6.03 The Chairman shall preside at all meetings of the Association and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the Association and shall serve as an ex officio member of all committees of the Association.

6.04 The Vice-Chairman shall assume the duties of the Chairman during his absence.

ARTICLE VI - continued

6.05 The Secretary shall keep the minutes of all of the meetings of the Association and of the Board of Directors which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all Association records.

6.06 The Treasurer shall receive all funds of the Association, keep them in one or more accounts approved by the Board of Directors and pay out funds as directed by the Board of Directors. All disbursements of funds shall be by check signed by the Treasurer and the Chairman, or any other two members of the Board who have been authorized by the Board to sign checks when needed. The Treasurer may be bonded, in an amount appropriate to the amount of funds under his or her control at any given time. Bonding shall be at the option of the Board of Directors.

6.07 A vacancy in any office because of death, resignation or otherwise may be filled by any member of the Board of Directors for the unexpired term. Such vacancy shall be filled by a Director elected by a majority vote of the Board of Directors.

ARTICLE VII  
FEES, DUES, AND ASSESSMENTS

7.01 Annual dues shall be the same for each member of the Association and shall be established each year by the Board of Directors; however, no increase above five dollars (\$5.00) per year may be made without a majority of the members approving such increase.

7.02 The annual dues shall be payable by each member on the first (1st) day of March of each year during the period of membership.

7.03 Special assessments may be levied on members only by the majority vote of members in good standing voting in an election called for such purpose. Notice that a special assessment election will be held at the annual meeting must be included in the notice given in accordance with Paragraph 4.02, and the issue of the special assessment must be included on absentee ballots. The procedure for voting on proposed assessments shall be as set forth in Paragraph 4.03 of the Bylaws.

7.04 Any member shall be in default in the payment of dues or assessments if such member has failed to pay such dues or assessments within sixty (60) days from the date such dues or assessments are due. The due date of annual fees shall be as prescribed in Paragraph 7.02 of these Bylaws. The due date of all other fees or assessments shall be as defined by the Board of Directors and communicated to all members by the regular mail. All members shall be responsible for keeping the Secretary of the Board of Directors apprised of the member's current address.

7.05 When any member is in default as defined in Paragraph 7.04 of these Bylaws, that member shall no longer be considered as a member in good standing and shall have no voting rights or any other rights of any kind arising out of membership in the Association until such time as that member is reinstated by paying all delinquent dues and assessments, in full.

7.06 In addition to the loss of membership privileges as provided in the preceding Paragraph 7.05, the amount of any delinquent annual fee, other fee or assessment shall become a lien on such member's lot in the subdivision in favor of the Association and the Association shall have the right to record a notice of claim of lien and proceed thereon in accordance with the applicable statutes of the State of Utah for the foreclosure and enforcement of liens; or, in the event the Association shall not record a lien, it shall have the right to commence an in personam action against such member for the collection of the delinquent annual fees or other fees or assessments in a court of competent jurisdiction.

ARTICLE VII - continued

7.07 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 that member's lot, that member shall be entitled to assign to the buyer of such lot the benefit of the paid up dues.

ARTICLE VIII  
AMENDMENTS

8.01 Any proposed amendment to these Bylaws shall be submitted in writing to the Board of Directors at one of the Board's regularly scheduled meetings. The form of amendment will be recorded by the Secretary in the minutes of the Board of Directors' meeting at which the proposed amendment will then be submitted to a vote of the members as set forth in Paragraph 4.03 of these Bylaws.

8.02 A proposed amendment shall become effective when approved by a majority of the members voting on such amendment.

ARTICLE IX  
CONTRADICTIONS

9.01 In the event there is any contradiction between the provisions of the Articles of the Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.