Amended and Restated Bylaws of Duck Creek Ridge Owners' Association

Article 1. Purpose; Definitions; Governing Documents

1. **Purpose.** These Bylaws govern the internal affairs of Duck Creek Ridge Owners' Association (the "Association") and are intended to be consistent with the Declaration of Covenants, Conditions, and Restrictions applicable to the Property (the "Declaration").
2. **Defined terms.** Capitalized terms not otherwise defined in these Bylaws have the meanings given in the Declaration, including without limitation: “Association,” “Board,” “Bylaws,” “Declaration,” “Governing Documents,” “Lot,” “Owner,” and “Property.”
3. **Governing documents; conflicts.** In the event of any conflict between these Bylaws and the Declaration, the Declaration controls.
4. **Contractual nature.** The Association and each Owner are bound by the Governing Documents as the controlling terms of their relationship.

Article 2. Membership; Voting; Owner Information

1. **Membership.** Each lawful Lot Owner is entitled to and required to be a member of the Association.
2. **Voting rights.** Owners in good standing are entitled to one vote for each Lot owned as set forth in the Declaration.
3. **Designation required.** Each Lot must have one (1) natural person designated in writing to the Secretary as the person authorized to exercise the voting rights for that Lot (the authorized voter). It is the duty of the Owner to notify the Secretary if the person authorized to exercise the vote changes. The person authorized to exercise the vote shall provide the Secretary with a valid email address. Votes may be made electronically as directed by the Board.
4. **Multiple owners of a Lot.** Where there are two or more owners of a single Lot, or multiple members of an entity Owner, the Owners must designate in writing to the Secretary which Owner or representative exercises the voting rights for that Lot.
5. **Consolidated Lots.** If an Owner consolidates multiple Lots, voting rights are based on the number of Lots included in the consolidation as set forth in the Declaration.
6. **Owner contact information; new owners.**
   a. **Duty to update.** Each Owner is responsible to notify the Secretary of any change of address and to keep contact information current.
   b. **New owner notice.** Each new Owner must contact the Secretary (or, if there is no Secretary, the Board) and provide the Owner's contact information and the Lot(s) owned within thirty (30) days after acquiring title.

Article 3. Meetings of Members

1. **Annual meeting.**

   a. **Timing.** The Association shall hold an annual meeting of the members once each calendar year at a date, time, and place (or electronic meeting platform) designated by the Board.
   b. **Notice.** Notice of the annual meeting shall be provided by electronic means as set forth in Article 11.
   c. **Presentation.** The Board shall present a budget and a statement of the assets of the corporation at the annual meeting.
2. **Special meetings.**
   a. **Who may call.** Special meetings of the members may be called by the President, the Board, or not less than ten percent (10%) of all members entitled to vote.
   b. **Closed special meetings (limited purposes).** The Board may call and conduct a special meeting of the membership in closed session (not open to the general membership) solely for purposes involving: (a) legal strategy or attorney-client communications; (b) personnel matters involving Association employees/contractors; or (c) sensitive matters involving delinquency, enforcement, or other confidential business where open discussion would reasonably risk harm to the Association or Owners.
   c. **Notice.** Notice of a special meeting shall be provided by electronic means as set forth in Article 11 and shall state the purpose(s) for which the meeting is called.
3. **Quorum (members).** Except as otherwise required by Utah law or the Governing Documents, the members present (in person or by permitted electronic participation) constitute a quorum for the transaction of business at a members' meeting.
4. **Adjournments.**
   a. **Adjournment authority.** The members present may adjourn a members' meeting to a future time by majority vote of those present.
   b. **Notice of adjourned meeting.** Notice of an adjourned meeting shall be provided by electronic means at least five (5) days before the adjourned meeting, unless the adjournment is from day to day, in which event no notice is required.
5. **Conduct of Meetings.** In the conduct of the annual meeting, the Board may use Robert's Rules of Order to facilitate the management of Group discussion if the Board deems it necessary to ensure an orderly, open, and fair discussion on issues addressed at the meeting.

Article 4. Board of Directors

1. **Number; election; terms.** The Association shall have five (5) Directors elected by the members to serve two-year terms, with staggered elections as determined by the Board consistent with prior practice.
2. **Vacancies.**
   a. **Filling vacancies.** In case of death, resignation, removal, or for any other reason a Director position becomes vacant, the remaining Directors shall appoint an individual who is a member in good standing to fill the vacancy until the next annual meeting, at which time the vacancy shall be filled by election of the membership.
   b. **Notice to membership.** The Association shall provide notice of the appointment to the membership by electronic means.

3. **Board meetings; participation.**
    a. **Regular meetings.** The Board shall hold at least one regularly scheduled meeting each quarter.
    b. **Remote participation.** Participation by telephone or video conference shall be arranged if requested and reasonably practicable.
4. **Quorum; voting thresholds.**
    a. **Quorum.** A quorum for the transaction of Board business is a majority of the Directors then in office.
    b. **General action.** Except as otherwise provided in these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present is the act of the Board.
5. **Higher threshold for certain expenditures.** Expenditures for costs require the approval of the Owners as set forth in Article 6.2.
6. **Removal; attendance; civility; meeting control.**
    a. **Non-attendance.** If a Director does not actively participate, as evidenced by failure to attend at least half of the regularly scheduled Board meetings in any rolling twelve (12) month period, or if a Director does not actively perform assignments or follow through with assignments, the Director may be removed by majority vote of the remaining Directors, and the position shall be deemed vacant upon such vote.
7. **Civility and confrontational conduct.**
    a. **Standard.** Directors shall conduct themselves in a civil manner and shall not engage in rude, combative, or confrontational conduct that materially disrupts Board meetings or Association business.
    b. **Chair authority to suspend.** The presiding officer may suspend a meeting for a reasonable period to restore order.
    c. **Reconvening.** If the meeting is reconvened and disruptive conduct continues, the Board may (a) recess again; (b) adjourn to a later date; and/or (c) by majority vote of the remaining Directors, remove the offending Director for cause.
8. **Executive sessions (closed Board sessions).**
    a. **Authority.** The Board may convene in executive session closed to non-Directors for purposes including legal strategy, attorney-client communications, personnel matters, contract negotiations, delinquency/enforcement matters, and other sensitive business discussions.
    b. **Limitations.** Executive session shall be used only for the limited purposes stated in the motion to enter executive session, and the Board shall return to open session (if an open session is being held) for any final vote unless the vote itself would disclose confidential information.
9. **Written consent.** Any action taken by and assented to in writing by all Directors is as valid and effective as if passed at a meeting.
10. **Liability and Indemnification.** The Board of Directors, members, officers and employees of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation and shall be indemnified by the Corporation against all financial loss, damage, costs and expenses (including attorney's fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation in which they may be involved by reason

of any action taken or admitted to be taken by them in good faith as such Director, member, officer or employee of the Corporation. Indemnification is subject to the condition that a majority of a quorum of the Board of Directors or members comprised of those Directors or members are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel selected by a quorum of the entire membership, shall be of the opinion that the person involved exercised and used the same degree of care and skill a prudent man would have exercised or used under the circumstances, or that such person took or admitted to take such action in reliance upon advice of counsel for the Corporation or upon information furnished by an officer or employee of the Corporation and accepted in good faith by such person.

Article 5. Officers; Terms; Duties

1. **Officers; selection; terms.**
    a. **Officers.** The Directors shall choose from among themselves a President, Vice President, and Treasurer.
    b. **Two-year terms.** Each officer position (President, Vice President, Treasurer, and Secretary if the Secretary is a Director) shall be for a two-year term, subject to earlier resignation or removal by the Board.
        i. **President.** The President presides over meetings of members and has primary responsibility in carrying out the purposes of the Association.
        ii. **Vice President.** The Vice President has full authority to act for the President during the President's absence or incapacity.
            1. **Scope.** When acting for the President, the Vice President may exercise the President's powers under these Bylaws, except where these Bylaws expressly require the President's personal approval (e. g. , attorney engagement approval under Article 7), in which case the Vice President may approve only if the President is unavailable and the matter is time-sensitive.
        iii. **Treasurer.** The Treasurer keeps correct and complete books and records of accounts, deposits Association funds in Board-approved depositories, and supports the Board on investments and fiscal policy.
        iv. **Secretary (structure; compensation; duties).**
            1. **Secretary may be a Director or non-Director.** The Board shall determine whether the Secretary is: (a) a Director (voting or non-voting as determined by the Board at the time of appointment); or (b) a paid, non-Director position.
            2. **Compensation limitation.** The Secretary is the only position of the Association that may be a paid position. The Secretary shall be paid only if the Board approves payment. Generally, the Board will not approve payment if the Secretary is a Director, except as otherwise agreed by the Board. If the Secretary is a Director, the Secretary shall not vote regarding the decision whether to pay the Secretary.
            3. **Core duties.** The Secretary shall: (a) keep minutes of meetings of members and Directors; (b) maintain the membership roster and

Owner contact information; (c) give notices required by these Bylaws; (d) maintain Association records consistent with the Association's record retention practices; and (e) maintain accurate and up-to-date records with the State of Utah Division of Corporations.

4. **Asset list.** The Secretary shall prepare and maintain an Association asset list and present it to the Board at least annually and upon request of the Board.
5. **Other duties.** The Secretary shall perform any other duties directed by the Board consistent with the Governing Documents.

c. **Act in Capacity of Officer.** Whenever it shall become necessary for some member of members of the Board to act in the capacity of a principal officer of this Corporation, and which action would otherwise be done or taken by a President, the Board shall select one from among its members to so act concerning the matter then under consideration by the Board.

Article 6. Board Authority; Expenditures; Check Controls

1. **General management authority.** The Board manages the business and affairs of the Association and exercises all powers that may be exercised by the Association consistent with the Governing Documents.
2. **Tiered expenditure approval for expenses.**
    a. Once approved, routine operating expenses that are regularly occurring do not need approval from the Board.
    b. **$0-$5,000.** For any one expenditure that is not routine and not exceeding $5,000, approval by a majority of the Directors present at a meeting with a quorum is sufficient.
    c. **$5,001-$10,000.** For any one expenditure that is not routine and between $5,001 and $10,000 (inclusive), approval of all Directors then in office is required, which approval may be given at a meeting or by unanimous written consent obtained electronically.
    d. **Over $10,000.** For any one expenditure that is not routine and exceeding $10,000, membership approval is required before the Association acts upon the property of the Association.
3. **Check-writing and signing controls (segregation of duties).**
    a. **Roles required.** For each Association check or other negotiable instrument:
        i. **Preparation.** The Treasurer prepares (writes) the check.
        ii. **Approval.** The President approves the check for payment (approval may be evidenced by written or electronic approval retained with the Association's records).
        iii. **Signature.** The Treasurer signs the check with approval of the President, or approval from the Vice President if the President is unavailable or the payment is to the President.
        iv. **No dual role.** No single person may both approve and countersign the same check.

   v. **Emergency exception.** In an emergency requiring immediate payment to protect persons or property, if the President is unavailable, the Vice President may approve in the President's place, and the Board shall ratify the payment at the next Board meeting.

4. **Electronic payments.** The Board may authorize electronic payments (e. g. , Automated Clearing House transfers) provided that the same approval and segregation-of-duties principles in this Section are followed and documented.

Article 7. Attorney Engagement and Legal Consultations

1. **President approval required.** No Director, officer, committee member, or volunteer may contact or engage an attorney on behalf of the Association without the President's prior approval (or the Vice President's approval if acting for the President under Article 5).
2. **Two-Director participation.** At least two (2) Directors must participate in any call or meeting with Association attorneys, whether for advice, strategy, demand letters, contract review, or other legal consultation.
3. **Scope.** This Article applies to all attorney consultations on behalf of the Association, whether paid or unpaid, and whether initiated by phone, video conference, email, or in person.

Article 8. Nominations; Elections; Electronic Balloting

1. **Nominations (electronic).**
   a. **Method.** Candidates may be nominated by submitting a nomination electronically to the Secretary at the address designated by the Board.
   b. **Deadline.** The Board may set a reasonable nomination deadline in the meeting notice or election notice.
2. **Elections (electronic ballots only).**
   a. **No mail-in ballots.** Elections shall be conducted by electronic ballot, delivered by email and/or made available through a website or electronic platform directed by the Board. The Board may make special accommodations for an Owner that does not have access to email if the Owner makes accommodations for a paper vote at least thirty (30) days prior to the vote being sent by email.
   b. **Ballot distribution.** The Secretary shall distribute the ballot and voting instructions electronically to the Authorized Voter for each Lot based on the Association's records.
   c. **Voting period.** The Board shall establish a voting period and deadline stated in the election notice.
   d. **Certification of results.** The Board shall certify the election results at a Board meeting and shall provide notice of results to the membership electronically.

Article 9. Books; Records; Member Requests

1. **Electronic storage.** Association records may be stored electronically and do not require annual auditing unless required by Utah law or determined necessary by the Board.
2. **Board access.** The Board shall have access to all Association books and records.

3. **Member record requests.**
    a. **Point of contact.** The Secretary is responsible for responding to Owner record requests and coordinating production.
    b. **Fees.** The Association may charge Owners for expenses incurred in producing records.

Article 10. Architectural Review; Construction Authorization

1. **Architectural Review Committee structure; Board authority.**
    a. **Appointment.** Members of the Architectural Review Committee are selected and appointed by the Board and serve at the pleasure of the Board. The Board or members of the Board may serve on the Architectural Review Committee. The Architectural Review Committee reports to the Board.
    b. **No Board vote by committee.** The Architectural Review Committee is a committee of the Association and does not vote as the Board of Directors.
    c. **Purpose.** The Architectural Control Committee shall operate as set forth in the Declaration. The purpose of the Architectural Control Committee is to ensure that all construction in the Property conforms to and is consistent with the natural setting. The Architectural Review Committee may develop design and style guidelines for new construction or other improvements to a Lot. Such guidelines shall consider the existing design and style of the homes and structures in the area. The Architectural Control Committee shall monitor construction to ensure compliance with the guidelines and Governing Documents. The Architectural Control Committee shall perform other duties as directed by the Board.
2. **No construction without approval and authorization.**
    a. **Approval required.** Prior to commencement of any excavation, construction, remodeling, or other work requiring approval under the Declaration, approval of the Architectural Review Committee is required.
3. **Authorization to Commence.** In addition to Architectural Review Committee approval, no construction may commence unless and until the Owner receives written authorization to commence from either (a) a Board member designated by the Board for this purpose or (b) the Secretary acting under Board direction. Initiation of construction before approval shall be subject to fines and the Board may require the Owner to remove construction, at Owner's cost. Construction that is not consistent with approved plans and drawings shall be subject to removal at the Owner's cost.
4. **Form of approval/authorization.** Approval and authorization may be delivered by email or other electronic communication.

Article 11. Notices; Electronic Communications

1. **Electronic-first notice.** Except as required by statute, all notices, demands, statements, or communications required or permitted under these Bylaws may be delivered via electronic means, including email or text message, and are deemed received when sent.
2. **Owner responsibility.** It is the responsibility of each Owner to keep contact information current and notify the Association of changes.

Article 12. Amendments; Effective Date; Transition

1. **Amendments.** No bylaw adopted or amended by the members shall be altered or repealed by the Board without the consent of the membership.
2. **Effective date.** These Amended and Restated Bylaws are effective as of the date adopted by the membership.
3. **Transition.** The Board may adopt reasonable transition procedures to implement electronic notices and electronic elections, provided such procedures are consistent with the Declaration's authorization for electronic notice and voting.

I hereby certify that the foregoing is a full, true and correct copy of the Bylaws of the Duck Creek Ridge Owner's Association.

IN WITNESS WHEREOF, the Declarant has hereunto set my hand this   day of April, 2026.

DUCK CREEK RIDGE OWNER'S ASSOCIATION, by

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President

I hereby certify that the proposed revisions and additions to the Bylaws of the Duck Creek Ridge Owner's Association were presented to the membership and were approved by a majority vote at the Annual Meeting taking place on the   day of April, 2026.

__________________________________   ____/_____/_____
Secretary

This document was acknowledged in my presence on this   day of April, 2026.

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Notary Public