**AMENDED BY-LAWS**

**For**

**SOAPSTONE SUMMER HOMEOWNERS’ ASSOCIATION**

**An unincorporated non-profit association**

**(2014)**

ARTICLE I MEMBERS – MEMBERSHIP CERTIFICATES

Any individual or group of individuals, being holders from the United States Forest Service of a single Special Use Permit for summer home use within Soapstone Summer Home Area may become a Member by signing a written statement to the president approving and agreeing to be governed by the Articles of Incorporation and By-Laws. A new candidate for membership, as a successor to another Member, must furnish a release from that Member.

Each Member shall be entitled to one vote. If a group of individuals jointly hold a Special Use Permit and wish to collectively become a Member, the person whose name first appears on said Special Use permit shall become the Member, shall receive notices, vote on behalf of the group and represent the group in all matters pertaining to the group as a Member of the Association. The Association shall be required to give notices only to that person for the group.

Each Member shall receive a Certificate of Membership signed by the president and attested by the secretary evidencing membership with enjoyment of the rights, including equal ownership in the Association’s assets, and subject to the responsibilities as provided in the Articles of Incorporation and By-Laws.

An individual or group of individuals holding a special use permit within Soapstone Summer Home Area but not a Member of Soapstone Summer Homes Association may receive water service and access via the roads, provided his application to receive such service and access is approved by a majority of the Members and further provided that such non-Member pays fees established for such non-Member service and access and abides by administrative rules set by majority vote of the Members.

ARTICLE II GOVERNING BOARD

The general affairs and operations shall be conducted by a Governing Board of five (5) Members who shall be Members of the Association and residents of the State of Utah. Except for one initial Governing Board, Trustees shall not succeed themselves in office for a consecutive term.

The Officers of the Governing Board (*i.e.,* President, Vice-President and Secretary) may, at the request of a majority of the Members, serve for terms of up to three years. Such request may be made at the Annual Meeting, or by any affirmative vote of a quorum of the Members.

ARTICLE III MEETINGS

ANNUAL MEETINGS of members shall be held in Salt Lake City, Utah during March or April of each year. Election of the Governing Board shall be conducted as provided in Article VIII of the Articles of Incorporation. Date of the annual meeting shall be determined by the President with the concurrence of the Governing Board.

SPECIAL MEETINGS of members may be called by the President with the concurrence of the Governing Board. Upon petition of ten or more Members given in writing to the President, said petition stating the reasons for such a meeting, the President shall call a special meeting within 30 days from receipt of such petition.

NOTICE OF ANNUAL OR SPECIAL MEETING shall be given in writing to all of the Members by the Secretary-Treasurer who shall give such notice by mail not less than 10 days prior to the meeting, advising of time and place.

ANY BUSINESS of the Association may be acted upon at any annual or special meeting, due notice having been given.

PROXIES – QUORUMS. A Member who cannot be present to vote in person at annual or special meetings may authorize another Member to vote for him by sending his proxy to the President in writing. The Members who are present in person and who are represented by proxy at any annual or special meeting shall constitute a quorum at such a meeting and the vote of a majority of such a quorum shall be necessary for the adoption of any matter required to be voted upon the Members.

MEETINGS OF THE GOVERNING BOARD. Not later than 30 days following the annual meeting, the President shall call a meeting of the Governing Board to elect officers whose titles, qualifications and duties are provided for hereinafter in these By-Laws. The President shall call such other meetings of the Governing Board at such times and places as may be necessary to conduct the affairs of the corporation. Three or more Trustees present at a meeting shall constitute a quorum and a majority vote of such a quorum shall be necessary for the adoption of any matter voted upon the Governing Board except as otherwise provided in the laws of Utah.

ARTICLES IV OFFICERS

The PRESIDENT must be a Member of the Association and shall perform the following duties:

a. Chairman of the Governing Board and Chief Executive Officer of the Association;

b. Preside at all meetings of the Association;

c. Make reports to the Members at annual meetings on Association activities during the preceding year and make budget recommendations for the following year;

d. Perform such other duties as are prescribed elsewhere in these By-Laws;

e. Have responsibility for negotiating all matters between the Association and the Forest Service.

The VICE PRESIDENT must be a Member of the Association. He/She shall perform such duties as are delegated to him/her by the President and shall perform the duties of the President in the absence or inability of the President;

The PRESIDENT AND VICE PRESIDENT shall not succeed themselves for consecutive terms, provided, however, they shall serve until their successors have been elected.

The SECRETARY-TREASURER must be a member of the Association or a Member’s spouse and shall perform the following duties:

1. Conduct correspondence of the Association;
2. File annual reports to the Utah Secretary of State;
3. Keep all records and the Corporate Seal of the corporation;
4. Make collection of cash assessments and report to the President names of any members delinquent in payment of dues or labor assessments within 60 days after such delinquency;
5. Make financial reports in writing at the annual meetings and keep minutes of annual or special meetings;
6. Make Association records available for inspection of Members at all reasonable times;
7. Give notice of annual and special meetings and shall include in notice of annual meetings a statement showing total cash and labor assessed and amounts paid and worked by the Member.

The ASSISTANT SECRETARY-TREASURER must be a Member of the Association and shall perform the following duties:

1. Issue labor receipts to members or their representatives who perform work on work days;
2. Notify the Secretary-Treasurer as requested and perform the duties of the Secretary-Treasurer in the absence or inability of the Secretary-Treasurer.

The WATER COMMITTEE shall be comprised of three Members with technical background and experience in construction and water matters. It shall do planning for improvement of the water system, review all proposed major repairs and replacements and make recommendations to the President to assist in his budget recommendations to the members. Upon request of the President, the Water Committee shall consult with individual members and make recommendations to improve the individual systems of members to minimize loss of water in the system. The Water Committee shall maintain an up-to-date water system map and under the direction of the President shall contract with a Water-master to perform the following duties;

* 1. Operate and maintain the water system and be custodian of the corporation’s plumbing tools and supplies;
  2. Turn the water system on at the earliest feasible date at the beginning of each summer season and turn the water off, drain the system and prepare it for winter by the first week in October;
  3. Report to the President improper connections to the system or leakage in any member’s independent system if in the routine of operations he observes such connections or leakage.

The AUDITING COMMITTEE shall be comprised of three Members and shall audit the Association’s accounts once every three years or upon change of the individual holding the office of Secretary-Treasurer, whichever comes first. The Auditing Committee shall make a report of the audit to the President.

ARTICLE V COMPENSATION OF OFFICERS

It shall be the policy of the Association to limit insofar as practical the terms of office of the Governing Board so as to give all members the opportunity and the duty to serve the Association. Officers of the Association shall serve without compensation, provided, however, they shall be reimbursed for cash sums expended in conducting the Association’s business and provided further that they shall not be liable for their acts and omissions while acting as officers, except for fraud. Officers of the Association shall be credited in the labor accounts for the time they spend on the Association’s business exclusive of meetings. The rate of compensation at which the Water Committee contracts with the Watermaster shall be fixed by majority vote of the Members.

ARTICLE VI DUES, LABOR ASSESSMENTS, FEES

It shall be the policy of Soapstone Summer Homes to utilize to the fullest extent feasible the labor of members or their representatives to accomplish construction, operation and maintenance of the water system and roads so as to give all of the Members’ first-hand knowledge of the improvements and the attendant problems in their operation and maintenance. Notwithstanding the differing skills and degrees of skills needed to accomplish the varied work in administration, operation and maintenance of improvements nor the differing degrees of Member’s skills, equal units of time diligently worked on authorized projects by each of the Members or their representatives, shall be deemed equal in value.

Members shall determine at annual or special meetings the amount of work to be accomplished during the following year and shall assess each member, by majority vote, a proportionate amount of cash and hours of labor as needed to accomplish the work. A Member shall be required to make payment of cash assessments to the Secretary-Treasurer and to provide hours of labor assessments at the disposal of the President within periods of time specified in the vote. A Member may provide labor personally or through a representative, or he may pay cash in lieu of furnishing current labor. Cash equivalent must be paid for delinquent labor. The rates for cash payment in lieu of current labor and for delinquent labor shall be determined by majority vote of the Members.

A member who has accumulated labor credits greater than the cumulative hours assessed shall not be required to perform additional labor until the cumulative assessments are greater than his credits. He may, however, perform additional authorized labor if he so desires and shall receive credit for such labor performed.

The Association shall not charge fees for water or road service to members in good standing. It shall, however, charge fees to non-members for water and road service and such fees shall be determined by majority vote of the members.

ARTICLE VII - PENALTIES FOR DELINQUENCY

A Member who becomes delinquent in cash and/or labor assessments, having been given written notice of the delinquency and continuing to be delinquent for more than one year following such notice, in addition to being required to pay such penalties as may be voted by the majority of the Members, may be denied the use of the improvements and the right to vote until all delinquent amounts, together with penalties, if any, are paid.

ARTICLE VIII - ADMINISTRATIVE RULES

The Members by majority vote may adopt such administrative rules within Soapstone Summer Home Area as may be consistent with Forest Service regulations and the laws of the State of Utah and of Wasatch County. Such administrative rules may include, but need not be limited to: restrictions on use of the water system; speed limits on area roads; use of firearms; procedures for keeping the area secure such as locking the area gate and prescribing the type of lock to be installed as well as the number of keys to be distributed. The administrative rules may prescribe penalties for violations.

ARTICLE IX - AMENDMENTS TO BY-LAWS

These By-Laws may be amended at any annual or special meeting by majority vote of the members, due notice having been given.

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