

# BY-LAWS OF WESTGATE CABANA CLUB

## ARTICLE I - NAME

The name of the corporation shall be: WESTGATE CABANA CLUB

## ARTICLE II - PURPOSE

The purpose of the corporation shall be to provide a swimming pool and allied recreational facilities for its members on a non-profit basis, with no earnings, gains, profits, dividends or property interest incurring to the benefit of any member or other individual.

## ARTICLE III - MEMBERSHIP AND VOTING

SECTION 1 - Membership shall be limited to a total of two hundred twenty (220) family memberships. This limit is determined by the City of San Jose Permit CPU95-11-038. Each family shall have one vote and equal rights and duties. A member is deemed active when dues are paid on or before the scheduled due date. No member shall have a proprietary interest. The corporation shall maintain a record containing the name and address of each member.

SECTION 2 - When both husband and wife attend a meeting only one may vote.

SECTION 3 - Cabana membership is open to any family regardless of any housing tract boundaries with equal voting rights and membership privileges for all, except in the event that Baker school withdraws permission to use their parking lots. In that case, see membership restrictions in Permit CPU95-11-038.

SECTION 4 - If no vacancy in memberships exists, a proposed new member may be added to the waiting list by the Board of Directors in the order requested.

SECTION 5 - Memberships are not transferrable without the approval of the Board of Directors. Upon death, resignation, sale of residence, or expulsion of a member, the Board shall have the power to transfer the membership to new members under rules prescribed. All resignations shall be in writing.

## ARTICLE IV - DUES

The Board of Directors, prior to February 1 of each year, shall establish annual dues and fines for the current year and shall fix the rules and procedures for payment and for the suspension and expulsion of members for non-payment.

## ARTICLE V - MEETING OF THE CORPORATION

SECTION 1 - The annual meeting of the membership shall be held within the last two weeks of September of each year at such time and place as may be determined by the Board of Directors. The annual meeting shall be for the purpose of electing directors, presenting reports and for the transaction of such other business as may be indicated in the notice or which may be brought before it.

SECTION 2 - Special meetings of the Corporation may be called by the president on a date agreed upon by a majority of the Board, or upon the written request of not less than ten percent of the members of the corporation, which request shall state the purpose of the special meeting.

SECTION 3 - Notice of any meeting of the corporation shall be mailed or personally delivered by the secretary to each member (at the address appearing in the records of the corporation) at least ten days before the date of the meeting. The notice of the annual meeting shall include the names of the candidates for the current year's Board of Directors.

SECTION 4 - At any meeting of the Corporation those members present shall constitute a Quorum, provided at least ten percent of the members are present in person or by proxy.

SECTION 5 - Any voting member may vote by proxy in writing in favor of any other voting member, who has been an active member prior to June 1.

SECTION 6 - Voting by proxy must be verified by the secretary against proxy list of signatures.

#### ARTICLE VI - BOARD MEMBERS ELECTION AND MEETINGS

SECTION 1 - The Corporation shall be managed by a Board of eight (8) directors, to be selected as provided by the By-Laws.

SECTION 2 - The secretary shall give notice of the candidates to all active members at least 30 days before the annual meeting. Additional nominations may be made by filing with the secretary at least twenty days prior to the date of the annual meeting. A nomination of one or more candidates shall be signed by at least ten members of the Corporation, except the Swim Team Representative who is nominated by the Swim Team Board. The secretary shall give notice to all active members of any additional nominations at least ten days before the annual meeting.

SECTION 3 - The eight (8) Directors shall be elected at the annual meeting of the Corporation, to serve until the next succeeding annual meeting and until their successors are elected and qualified. Their term of office shall begin immediately after elections.

SECTION 4 - Vacancies in the Board of Directors arising from any cause shall be filled by the other directors in office until a majority of the Board approves and appoints a successor.

SECTION 5 - The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership.

SECTION 6 - Regular meetings of the Board shall be held monthly.

SECTION 7 - Special meetings of the Board may be called by the president on his own initiative and shall be called by him upon the written request of any director.

SECTION 8 - Notice of any special meeting of the Directors shall be mailed by the secretary to each Director not less than 5 days before the date of the meeting. Such notice may be waived by the Directors in writing.

#### ARTICLE VII - OFFICERS' DUTIES

SECTION 1 - The officers and directors of the Corporation shall be President, Secretary, Membership/gatewatch, Treasurer, Swim Team Representative, Aquatics director(lessons), Pool Maintenance director, and Buildings & grounds maintenance director. The Board of Directors shall serve for a term of one (1) year, or until their successors are duly elected and qualified. No elected members may serve for more than three (3) consecutive terms. Any officer may be removed by a majority of the entire Board of Directors at a regular or special meeting. The Board of Directors may also appoint and remove committee members, agents and employees and fix the duty and authority thereof.

SECTION 2 - The president shall preside at all meetings of the membership and Board of Directors and shall perform such other duties as may be prescribed by these by-laws or the Board of Directors.

SECTION 3 - The Membership/Gatewatch Director shall keep accurate records of membership cards, the waiting list, and the gatewatch calendar, and perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 4 - The secretary shall keep the minutes of the Corporation and the Board of Directors and a current record showing the names and addresses of the members of the Corporation. The secretary shall have custody of the records of the Corporation other than those kept by the treasurer. The secretary shall send out all notices for meetings. The secretary shall perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 5 - The treasurer shall receive and keep all funds and evidence of deposit, etc., of the Corporation, deposit the same with such depository banks as may be selected by the Board of Directors, unless some other officer be appointed by the Board for that purpose; and keep accurate books of account of all monies received and disbursed by the Corporation. The treasurer shall prepare an annual budget and submit it to the board for approval at the January meeting. The treasurer shall also file state and federal reports and assist the president in the direction and management of the business of the Corporation and shall perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 6 - The swim team representative shall be a liaison between the team and the Board. The swim team representative shall maintain accurate records of the team members and coaches. The swim team representative shall present practice and meet schedules for Board approval. The swim team rep shall perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 7 - The Aquatics Director shall organize the swim lessons and adult classes, and make all arrangements with the lifeguards instructing these. The Aquatics Director shall obtain Board approval for fees and lesson times. The Aquatics director shall perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 8 - The Pool Maintenance Director shall plan for and supervise maintenance of the pool and pump room. He shall get Board approval for hiring or firing of the pool service company, and notify all Board members immediately of a pool closure due to contamination or other emergency. The pool maintenance director shall perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 9 - The Buildings and Grounds Maintenance Director shall plan for and supervise improvements, maintenance, and repair of the grounds and facilities of the Corporation, provided tax exemptions of the Corporation are not affected. He shall bring repair bids to the Board for their approval and perform such other duties as may be prescribed by the by-laws or the Board of Directors.

SECTION 10 - The officers and directors' (*defined in Section 1*) dues shall be waived in lieu of services rendered to the corporation.

SECTION 11 - In the absence of three (3) consecutive monthly meetings or inability of any officer to serve, the Board of Directors may delegate power and duties of such officer to any member for the time being.

#### ARTICLE VIII - COMMITTEES

SECTION 1 - The president shall be authorized to appoint committees as he shall deem necessary for the welfare of the Corporation. The Chairmen of such committees shall be approved by the Board of Directors. Each committee chairman shall have the authority and duties customarily associated with that committee, together with such other authority and duties as shall be delegated by the Board of Directors.

SECTION 2 - In the event any committee fails in the performance of its functions in the opinion of the Board of Directors, the functions of such committee shall be performed by the Board of Directors until a new committee is established.

#### ARTICLE IX - SUSPENSION AND EXPULSION OF MEMBERS

SECTION 1 - Any member may be suspended or expelled and any member of the family or guest of a member may be prohibited from using the swimming pool and any other facilities of the Corporation for:

- A. Acts of endangering or damaging the property of the Corporation or any member.
- B. Acts of endangering or affecting the health or safety of any member.
- C. Acts disturbing the peace of any member or his enjoyment of the facilities of the Corporation.
- D. Violation of the By-Laws or rules of the Corporation.

**SECTION 2 - Suspension or expulsion of any person shall require a majority vote of all Directors at a meeting of the Board of Directors, after such person has been given written notice of the charges and an opportunity to be heard by the Board of Directors; provided that the Board of Directors may delegate authority to refuse admission to the swimming pool and any other facilities of the Corporation until such time as a meeting of the Board is held, and provided further that suspension for failure to pay annual dues or assessments is routine and shall require no action by the Board of Directors.**

#### **ARTICLE X - GUESTS**

**No guests shall be admitted to the swimming pool and other facilities of the Corporation except in accordance with rules approved by the Board of Directors.**

#### **ARTICLE XI - INSURANCE**

**SECTION 1 - The Corporation shall carry public liability insurance with adequate policy limits for personal injury and property damage.**

**SECTION 2 - The Corporation assumes no responsibility and members and their guests have no claim against the Corporation, its officers and directors, or employees for any accident or injury to any person on the property of the Corporation.**

#### **ARTICLE XII - LOANS AND ASSESSMENTS**

**SECTION 1 - The Board of Directors may borrow money or otherwise encumber the assets of the Corporation at its discretion up to a maximum of \$10,000.00 provided that such liability be completely and totally discharged according to the terms of the loan contract.**

**SECTION 2 - The Board of Directors shall have the power to impose assessments for capital improvements or to meet the obligations of the Corporation; provided all assessments shall be subject to approval by a majority of members present in person or by proxy at any regular or special meeting of members of the Corporation, and provided further that the notice for such meeting refers to the proposed assessment.**

#### **ARTICLE XIII - AMENDMENTS**

**Amendments to these By-Laws may be adopted by an affirmative vote of two-thirds of the members present or by proxy at any meeting of the Corporation, provided written notice of the proposed amendment be included in the call of the meeting.**