

Westwinds Residents Organization Bylaws

1. Name

The name of this group is the Westwinds Residents Organization (referred to hereafter as WRO).

2. Purpose

WRO does not exist for the financial gain or profit of its members. It is organized for the following nonprofit purposes.

- a. WRO exists to be a means of communication among residents of Westwinds Mobile Home Park (referred to hereafter as the Park) regarding issues of common interest.
- b. WRO exists to represent the interests of the residents of the Park with a single voice to outside organizations and government agencies.
- c. WRO exists to work toward the protection of the Park as a mobile home community.

WRO may engage in any activity that advances the above purposes. WRO shall not, in any substantial degree, engage in activities or exercise powers that do not further these purposes.

3. Principal Location

WRO will transact its business in the city of San Jose, California, at a place designated by the Board of Directors.

4. Membership

Membership in WRO is open to all adults (age 18 or over) who live in Westwinds Mobile Home Park. The Board of Directors will specify a paper or electronic membership application form. Members who move their principal residence out of the Park lose their membership and voting rights.

- a. Voting

Voting will be on a per-residence basis. Members residing in one household have one vote, regardless of how many members live there. Members have

the right to vote on elections of directors, amendments to these bylaws, dues, conversion, merger, or dissolving WRO, disposing of the majority of WRO's assets, and any other matters set forth in these bylaws and the law.

b. Minutes

The WRO Secretary shall take and keep minutes of membership meetings and board meetings. Members of WRO have the right to contact the Secretary to inspect these Organization records at a reasonable time and place determined by the Secretary. The Board of Directors may, at its discretion, make minutes and other records available for inspection at membership or board meetings.

c. Termination of membership

Membership in WRO terminates with any of these events.

- The member resigns.
- The member relocates outside of the Park.
- The member fails to pay dues approved at a membership meeting within 30 days after they are due and owing.
- Two-thirds of members present at a valid membership meeting vote that the member has engaged in conduct seriously contrary to WRO's purposes.

5. Board of Directors

The activities and affairs of WRO are managed by the Board of Directors (referred to hereafter as the Board). The Board has two members from each section of the Park -- El Bosque, Spindrift, Hermitage, and Los Encinos -- for a total of eight members, all of whom must be members of WRO. Only one person from any residence may serve on the Board at any time. WRO shall not pay any member for serving as a director.

a. Board Meetings

The Board meets at least once a month, at a time and place determined by the Board. More than half of the authorized directors must be present to constitute a quorum to transact business or make decisions.

b. Nominations

The Board will, by the end of June each year, appoint a Nominating Committee empowered to solicit nominations. This committee will publish to all members the procedures for nominations by July 7th. Any member may nominate himself or herself, or another member, as a candidate for the Board by July 14th. The Board will create procedures to allow a reasonable opportunity for a nominee to communicate their qualifications to WRO members and to solicit votes; this will occur by July 21st. Voting will happen at the regular annual membership meeting by the end of July.

c. Elections

Directors serve for two years, and they may be reelected for additional terms. The founding Board members will serve as the Board until the first election. At the first regular annual membership meeting, members will vote for two nominees who reside in their section of the Park. The nominee with the most votes (greatest plurality) in each section will serve on the Board for two years. The nominee with the next most votes (second greatest plurality) in each section will serve on the Board for one year. In all subsequent elections, only one director from each section of the Park will be elected, and members will vote for one nominee.

d. Vacancies

The following events trigger a vacancy on the Board.

- A director dies, resigns, or is removed from office.
- A director is convicted of a felony or declared of unsound mind by a court order.
- A director's membership terminates.
- A director misses three (3) consecutive monthly board meetings, or misses half the board meetings in any 12-month period.
- Two-thirds of members of a section of the Park vote to remove one of their directors.
- The authorized number of directors changes.
- An election fails to elect the full number of directors.

Vacancies on the Board are filled at a Board meeting by a majority vote of the directors in attendance. Members appointed to fill a vacancy serve for the remainder of that term.

6. Officers

At the first Board meeting after an election, the directors will select from among themselves the following officers by a majority vote of the directors in attendance. All officers will serve for one year and may be reelected for additional terms.

- a. The President creates an agenda for each membership meeting and board meeting and publishes that agenda. The President presides at all membership meetings and board meetings. The President has the primary responsibility to ensure that WRO's purposes are carried out.
- b. The Vice-President presides at meetings if the President is absent.
- c. The Secretary takes minutes of the actions taken at all meetings and publishes those minutes. The Secretary accepts nominations for directors, and creates and accepts ballots and proxies. The Secretary creates notices for membership meetings and arranges for their delivery.
- d. The Treasurer collects funds received by WRO and spends funds as authorized by the Board and in support of the purposes of WRO. The Treasurer provides the Board with a monthly written report of funds received and spent and annual financial summary for the regular annual membership meeting.

7. Communication

Any communication with WRO members will be via email to the address provided by the member, which will be considered valid publishing as used in these Bylaws.

8. Membership Meetings

All Organization members are invited to an annual membership meeting held in July. The Board will determine the exact date each year in accordance with these bylaws. The Board will notify members of the date, time, place, and agenda of this meeting as specified in these bylaws.

a. Quorum

At any membership meeting, five (5) percent of members is a quorum for making decisions. Members must be there in person, or have cast their ballot, or have filed a signed proxy with the Secretary.

b. Timekeeper

At each meeting, the Board may appoint a timekeeper to enforce a time limit on each member's comments. This limit does not include any time needed for translation. No participant may speak twice before all participants wishing to speak have done so. However, the director presiding over the meeting may ask a participant to respond to a question posed to the participant directly. Any such response may not exceed the time limit.

c. Dues

The Board may, from time to time, propose membership dues based on their reasonable estimate of the costs of operating WRO. These charges shall be equal for all members, and must be approved by majority vote at a membership meeting. Members must pay them within the time and conditions set in order to remain members in good standing.

d. Special Meetings

A special meeting of Organization members for any lawful purpose may be called at any time by the Board, WRO President, or by at least twenty (20) percent of Organization members giving a written request to the President or Secretary stating the reason for the meeting.

e. Meeting Notices

The Board will publish the date, time, location, and agenda (including any proposed dues and director nominations) of any regular or special membership meeting at least seven (7) days before the meeting to everyone who is a WRO member as of fourteen (14) days before the meeting.

9. Amendments

These bylaws may be amended by a majority vote of WRO members present at a valid regular or special membership meeting.