

WESTSIDE COMMUNITY ASSOCIATION

BY - LAWS

ARTICLE I - NAME

The name of this organization shall be the “Westside Community Association”.

ARTICLE II – PURPOSE

2.1. The Westside Community Association is a not-for-profit organization incorporated under the laws of the State of California formed for the purpose of furthering the social, educational and general welfare of the community.

2.2. The Westside Community Association has been approved as a 501c(4) organization as recognized by the Internal Revenue Code and the Board of Directors shall maintain that exempt organization status so long as the organization shall exist.

2.3 The Westside Community Association is not an external service organization and shall, therefore, not make donations to any organized, unorganized, private or public group or individual except to pay obligations incurred in the ordinary course of its operations.

ARTICLE III - MEMBERSHIP

3.1 Any adult (eighteen years of age), regardless of race, nationality, religious or political belief, residing and/or owning a parcel on Westside Road, from Kinley (at the Healdsburg city limits) to River Road including all roads requiring access by way of Westside Road to reach the parcel excluding West Dry Creek Road, and on Wohler Road is eligible for membership. There

shall be no corporate, firm (of whatever form) or organizational memberships. A map highlighting the roads constituting the boundaries is appended hereto for illustrative purposes. The definition and map of the area for establishing membership may be changed by the Board of Directors in their sole discretion.

3.2 Membership dues shall be determined annually by the Board of Directors and shall be due and payable at the Annual Meeting of the membership or as of a date determined annually by the Board of Directors.

3.3 Memberships shall terminate without notice if dues are not paid within sixty (60) days after the Annual Meeting or as of the date determined annually by the Board of Directors.

3.4 There shall be no prorated dues nor shall any dues be refunded. Memberships shall not be transferable and shall terminate upon death or ceasing to reside and/or owning a parcel within the boundaries of the Westside Union Elementary School.

3.5 A list of Members shall be maintained by the Secretary, however, the listing shall not be made public and shall not be made available to any person without the consent of the Board of Directors whose decision shall be final on the matter.

3.6 Upon the call of the President or the Board of Directors, there shall be a meeting of the membership at least as often as annually to conduct such business as may properly come before such meeting of the membership. Notice of any meeting of the membership shall be not less than fourteen (14) days notice in advance of the meeting. Notice may be given by any means including electronic means.

3.7 Fifty percent (50%) of the members who have paid memberships for the current year shall constitute a quorum for any meeting of the membership of Westside Community Association. A quorum may not be established by use of proxies.

ARTICLE IV – BOARD OF DIRECTORS

4.1 The governance of the Westside Community Association shall be by and through a Board of Directors composed of five (5) members of the Westside Community Association.

4.2 The Directors shall be elected to a four (4) year term by the membership as of the Annual Meeting of the membership or such other date as may be set by the Board. Voting for the members of the Board of Directors shall conform to Article V of these By – Laws.

4.3 Directors shall be in two classes. Three (3) Directors (whose terms originally commenced as of the annual meeting in 2013 and expired in 2017) and Two (2) Directors (whose terms whose terms originally commenced in 2013 and expired in 2015).

4.4 Vacancies on the Board of Directors, regardless of the cause of the vacancy, shall be filled by appointment by the remaining members of the Board of Directors. Such person appointed to fill the vacancy shall serve until the next Annual Meeting or until his/her successor is elected to complete the remaining term.

4.5 As soon as practical after each election of members of the Board of Directors the new and continuing members shall meet to elect officers and, subject to Article VI of theses By – Laws, assign duties to each.

4.6 Meetings of the Board of Directors shall be on the call of its President or upon the call of two other members. Unless waived by each member of the Board of Directors, the meeting shall be with notice of no less than ten (10) days. Meetings of the Board of Directors at such location as may be determined by the President or such members as may call such meeting.

4.7 Any member of the Board of Directors who misses, without being excused, three (3) consecutive meetings may, upon a majority vote of the other members of the Board of Directors,

be removed from office and the vacancy shall be filled as prescribed in Section 4.4 of this Article.

4.8 Three (3) members of the Board of Directors shall constitute a quorum for any meeting of the Board, however, a member need not be personally present if he/she attends by any electronic means (this provision shall be liberally construed to encompass any means now or in the future which permits the member to participate as fully as though he or she were personally present).

4.9 Any action that maybe taken at a meeting of the Board of Directors (required or permitted) may be taken without a meeting if all members of the Board of Directors consent thereto in writing and the writing is filed with the minutes of the proceedings of the Board of Directors.

4.10 Members of the Board of Directors shall serve without compensation. Notwithstanding the foregoing, any member may be reimbursed for an expense or expenses directly related to duties performed as a member of the Board of Directors.

4.11 Members of the Board of Directors shall not have any conflicts of interest with the obligation of loyalty to the interests of Westside Community Association and agree to maintain the confidence of such confidential information that may be made available to them. The Board of Directors shall annually adopt a resolution articulating the policies against conflicts of interest and duty of confidentiality to which each member of the Board of Directors shall sign signifying his or her assent.

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ARTICLE V – VOTING FOR MEMBERS OF THE BOARD OF DIRECTORS

5.1 Each member who has paid Westside Community Association dues for the current year shall be eligible to vote for members of the Board of Directors. Each member shall have one (1) vote for each vacancy on the Board of Directors.

5.2 Subject to the requirements of these By – Laws, voting for members of the Board of Directors by the membership shall be established by the Board of Directors, however, voting may be in person at the annual meeting and/or in writing by any means established by the Board of Directors. The Board of Directors may establish any measures to insure that the integrity of the election is maintained.

5.3 Provided that the Board of Directors provides for sufficient means to permit members not attending the annual meeting, there shall be no proxy voting for members of the Board of Directors.

5.4 Counting of ballots shall be by the members of the Board of Directors whose terms are not subject to the vote of the membership or by such members as the President shall designate for that purpose if all members of the Board of Directors are subject to election.

ARTICLE VI – OFFICERS

6.1 Pursuant to the provisions of Section 4.5 of these By – Laws, the Board of Directors shall, from time to time, elect or otherwise designate officers. Those offices shall include President, Treasurer and Secretary. The Board may elect or designate such assistants for each office and elect or designate additional officers.

6.2 Subject to the provisions of this Article, the Board may assign to each officer such duties as it may determine in its collective discretion determine.

6.3 The President shall be the chief executive officer of the Westside Community Association and shall preside at all meetings of the membership and the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, but subject, however, to the right of the Board of Directors to delegate any such obligation. The President shall be a member of any committee established by the Board of Directors and shall otherwise shall have such general power and duties of supervision and management usually vested in the office of President or established by law.

6.4 The Treasurer shall have custody of the funds of the Westside Community Association, shall have authority to sign checks on behalf of the Westside Community Association. The Treasurer shall maintain full and accurate accounts of both income and expenses (receipts and disbursements) so as to permit audit of the records. Unless so required by law or the Board of Directors no audit of the accounts of the Westside Community Association shall be required. Unless otherwise provided by the Board of Directors, the Treasurer shall have such traditional duties as treasurer as the law permits.

6.5 The Secretary shall act as clerk of the Board of Directors and shall record all of the votes and proceeds of the Board of Directors in its meetings and written consents in lieu of such meetings as authorized by these By - Laws and of the meetings of the membership (including, but not limited to the annual meeting of the membership). The Secretary shall be the principal person to keep the membership informed of the activities of the Westside Community Association and its Board of Directors and shall maintain a list of members. Unless otherwise

provided by the Board of Directors, the Secretary shall have such traditional duties as secretary as the law permits.

6.6 Notwithstanding, the Board of Directors may establish a committee (and a chair) composed of members to perform any function of the Westside Community Association.

6.7 Officers of the Westside Community Association shall serve without compensation.

Notwithstanding the foregoing, any officer may be reimbursed for an expense or expenses directly related to duties performed as an officer of the Westside Community Association.

ARTICLE VII – INDEMNIFICATION

7.1 Subject to the laws of the State of California governing not-for-profit corporations, the Westside Community Association shall indemnify each person who may serve or who has served at any time as a director and/or officer of the Westside Community Association against all expenses and liabilities, including, but not limited to, judgments, fines, counsel fees, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided to any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Westside Community Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors not at the time parties to the said proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators, trustees entitled to the indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Westside Community Association and the indemnified directors and officers. No amendment or repeal of the provisions of this Article which adversely affects the right of a director or officer under this Article shall apply to such director or officer with respect to those acts or omissions which occurred any time prior to such amendment or repeal.

ARTICLE VII – MISCELLANEOUS PROVISIONS

8.1 FISCAL YEAR: The fiscal year of the Westside Community Association shall be determined by the Board of Directors.

8.2 INSURANCE: The Board of Directors is authorized (but not required) to purchase insurance at the expense of the Westside Community Association to protect itself and its Board of Directors against any insurable act(s) or circumstance(s) including, but not limited, for the acts of the Board of Directors. Nothing in this provision shall preclude the authority of Article VII.

8.3 RESIGNATIONS: Any member of the Board of Directors or officer may resign at any time. Such resignation shall be in writing and to take effect from the time of its receipt by the Board of Directors of the Westside Community Association unless some time is fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

8.4 NAMING OF BY – LAWS: Provided that these amended and restated By – Laws are adopted by the membership, the By – Laws shall be known as the 2017 Amended and Restated By – Laws

ARTICLE IX – AMENDMENTS TO BY – LAWS

9.1 These By-Laws may be amended at any duly convened meeting of the membership including the annual meeting at which there is a quorum as provided by these By – Laws. To be effective, any amendment, including a restatement, shall be by a vote of not less than 66.67% of those members present.

