

Westridge Pool Association

BYLAWS

Updated with all current amendments June 1, 2019

Article I: Office

The principle office of the Association shall be located at the home of its President. The Association may have such other offices as the Board of Directors may determine.

Article II: Membership, Dues, Fees, and Assessments

- I. **Membership:** Two types of membership shall be available.
 - a) **Family Membership:** A family membership includes all family members related by birth adoption, or marriage who reside at the same address. It also includes children of non-custodial parents. The Board of Directors may adopt rules regulating the conditions under which grandchildren may be included as part of the family membership.
 - b) **Adult Membership:** An adult membership consists of two or fewer adults who reside together at the same address.
- II. **Eligibility:** Any membership unit that is interested in becoming a member of the Association shall pay the applicable dues and initiation fee and shall submit a written application on a form approved by the Board of Directors. The applicant shall become a member unless his or her membership application is disapproved at the next meeting of the Board of Directors. The Board of Directors may disapprove an application for any reason except race, creed, color, gender, sexual orientation, or religious preference.
- III. **Members Entitled to Use the Pool:** All members whose payments are current for dues, the initiation fee, and special assessments shall be entitled to use the Association's facilities subject to such pool rules and other regulation as may be adopted by the Board of Directors and pool management.
- IV. **Limitation on the Number of Members:** Membership in the Association shall be limited to not more than four hundred twenty-five (425) families represented by members in the association.
- V. **Dues:** The Board of Directors each year shall establish membership dues for each class of membership. Membership dues shall be on a calendar year basis and may be prorated.
- VI. **Special Assessments:** The Board of Directors may levy a special assessment if membership dues and other projected receipts are not sufficient to cover budgeted expenses. The Board of Directors may also levy a special assessment for unbudgeted expenditures of not more than 10% of the budget for that fiscal year. Special Assessments for unbudgeted expenditures in excess of the 10% of the Associations budget for the fiscal year shall require the approval of the membership.
- VII. **Major Repairs and Major Capital Items:** If the Board of Directors proposes to spend more than 10% of the Associations budgeted expenses for the fiscal year on a repair or on a capital project during the fiscal year, it shall submit the proposal to a vote of the membership. The membership shall also decide whether the repair or project shall be paid out of the operating budget or by a special assessment.
- VIII. **Initiation Fee:** The Board of Directors may establish an initiation fee for each class of membership.

- IX. **Refunds of Dues:** The refund of dues or any part thereof, for any reason, including, but not limited to the suspension of pool operations for any period of time for any reasons whatsoever, shall be solely within the discretion of the Board of Directors.
- X. **Leaves of Absence:** The Board of Directors may establish regulations governing members who wish to take a leave of absence. This power shall include the right to establish an administrative fee that shall be paid during the period of absence and the right to require the payment of special assessment levied during the period of absence. During the period of absence these members shall not have the right to use the Associations facilities but shall have the right to vote at all meetings of the Association.
- XI. **Cancellation of Membership for Non-payment of Dues of Assessments:** If any dues, fees, or assessments levied by the Board of Directors are not paid within 60 days of the assessment thereof, the Board of Directors, upon ten days' notice to the member at the address on the records of the Association, may cancel the membership.
- XII. **Expulsions and Suspensions of Members:** Any member may be expelled or suspended from the Association for just cause, after a hearing by:
- a) The Board of Directors by a two-thirds vote of the votes cast; or
 - b) The members of the Association by a majority vote of the votes cast.

Cause for expulsion or suspension shall consist in general of violation of the Associations by-laws, rules, or regulations. The Board of Directors may delegate to the pool manager or other individuals the power to suspend a member from Association privileges for up to ten days. In such case no hearing is required.

- XIII. **Reinstatement of Membership:** The Board of Directors shall determine the terms and conditions of reinstatement of any membership that is cancelled or suspended. This power shall include, but is not limited to, the right to require the payment of an initiation fee and special assessments.
- XIV. **Former Membership Certificates and Initiation Fees Not a Debt of the Association:** All membership certificates previously issued by the Association have been cancelled and are null and void. In the event of the liquidation or dissolution of the Association, the initiation fee and the former membership certificates shall not constitute a debt of or general lien upon the corporate assets.

Article III: Membership Meetings (Regular, Special, Quorum)

- I. **Annual Meeting:** The annual meeting of the membership shall be held at the discretion of the Board of Directors at a designated date, time, and place of the boards choosing. The Board of Directors shall send notice of the date, time and place of the meeting to each member by e-mail not less than 10 days and not more than 50 days before the date of the meeting. Members not utilizing email must request U.S. mail on their membership form.
- II. **Special meetings:** Special meetings of the members may be called by three directors or by the petition of 20 members. The Board of Directors shall send notice of special meetings to each member by e-mail not less than 24 hours and not more than 50 days before the date of the meeting. Members not utilizing email must request US mail on their membership forms. Notice will also be posted on Westridge pools website and communicated on social media. The notice shall include the time and place of the meeting and the nature of the business to be transacted. If a vote is required, voting may be done via acceptable secure electronic means if deemed necessary by the Board of Directors. Secure measures will be taken to guarantee that each pool membership is allowed only one vote for that pool membership.
- III. **Quorum:** The presence of ten members who are not directors shall constitute a quorum.

- IV. **Voting:** Each membership is entitled to cast one vote at any meeting of the membership. Proxy voting is not allowed. Voters shall be of legal voting age.

Article IV: Board of Directors

- I. **Number:** The Board of Directors shall consist of a minimum of seven persons and a maximum of nine, all of whom shall be members of the Association who are of legal voting age.
- II. **Election of Term:** The Directors shall be elected by the members at the annual meeting to serve staggered three year terms with no more than three directors to be elected in any one year. Board of Directors not previously serving on the Board of Directors at the time of their election shall assume office at the first regularly scheduled Board of Directors meeting in the month of September.
- III. **Vacancies:** Any vacancy existing on the Board of Directors shall be filled by the Board of Directors
- IV. **Meetings:** The Board of Directors shall hold at least four meetings per year. Meetings shall be held at the call of the President or any three Directors. Notice of meetings shall be given to each Director not less than three days before the meeting.
- V. **Removal:** A Director may be removed from office by a two-thirds vote of the total voting in person at any special meeting of the membership. Any vacancy so created may be immediately filled by the members of the meeting.
- VI. **Quorum:** The presence of one-half of the total number of directors serving on the board shall constitute a quorum at any meeting of the Board of Directors.
- VII. **Board of Directors:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these by-laws.
- VIII. **Informal Action by Board of Directors:** Any action required by law to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent is signed by all directors entitled to vote with respect to the subject of the matter thereof.
- IX. **No Proxy Voting:** No proxy voting is allowed.
- X. **Actions requiring Board or Executive Committee Action:** The Board of Directors or Executive Committee shall approve:
- a) All decisions to employ or terminate an employee;
 - b) The salaries of all employees;
 - c) Agreements to spend more than \$500 of the Association funds.
- XI. **Board Powers:** The Board of Directors shall have all powers granted the Association except those expressly prohibited by Nebraska State Law, the Articles of Incorporation and these by-laws. These powers shall include, but are not limited to, the power to establish regulations governing the use of the pool and usage by guest.
- XII. **Board Meeting Attendance:** Members of the Board of Directors may participate in a regular or special meeting of the Board of Directors by conducting the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Article V: Officers

- I. **Officers:** The officers of the Association shall be elected from the members of the Board of Directors, and shall consist of a president; a vice-president; a secretary; and a treasurer. The Board of Directors may elect such additional officers as it deems necessary or appropriate.
- II. **Election of Term:** Each officer shall be elected annually by the Board of Directors for a one year term. No Director may hold more than one office.
- III. **President:** The president shall be the chief executive officer of the Association and shall have general direction and management of its business affairs. The president shall preside at all meetings of the membership, Board of Directors, and Executive Committee at which the president is present.
- IV. **Vice-President:** The vice-president shall serve as an assistant to the president. The vice-president shall carry out the responsibilities of the president when the president is unavailable.
- V. **Treasurer:** The treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipts for money due and payable to the Association, pay all bills that are properly owed by the Association. Individual(s), other than the Treasurer will be assigned by the Board of Directors for the depositing of all money in the name of the Association in the depository that is selected by the Board of Directors. The treasurer shall in general perform all duties incident to the office of treasurer and such other duties as may be assigned by the Board of Directors.
- VI. **Secretary:** The Secretary shall keep the minutes of the meetings of the membership, Board of Directors, and Executive Committee. The Secretary shall see that all notices are given in accordance with the by-laws and the laws of the State of Nebraska. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Article VI: Committees

- I. **Executive Committee:** There shall be an executive Committee consisting of the officers. It shall exercise all the powers of the Board of Directors when the Board is not in session.
- II. **Personnel Committee:** The Board shall appoint a committee of not less than three directors who shall interview and recommend candidates for hire to the Board. During the remainder of the year the committee shall help with any personnel issues that may arise, that includes but not limited to staffing, payroll controls, training, and pool operations. This committee will manage the Pool Handbook. Revisions and changes must be approved by the Board. The Pool Handbook must be available at the pool and on the Westridge Association's website.
- III. **Other Committees:** The Board of Directors may establish other committees and shall appoint the members thereof.

Article VII: Miscellaneous

- I. **Waiver of Notice:** Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act, Neb. Rev. Stat. 21-1901 et. seq., or under provisions of the Articles of Incorporation, or these by-laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

- II. **Signature requirements:** The signature of one officer, Board President, Vice President, or Secretary shall be required on all checks. All blank checks are to be under the control of the Treasurer.
- III. **Fiscal Year:** The fiscal year shall be April 1st through March 31st to correspond with the pool season.
- IV. **Membership Year:** The membership year shall run from April 1st through March 31st.
- V. **Roberts Rules of Order:** Robert's Rules of Order shall apply to all situations not covered by state law, the Articles of Incorporation, and by these by-laws.

Article VIII: Amendment

These By-Laws may be amended by a majority vote of the members present at any meeting of the membership at which a quorum is present.