

Bylaws
of the
Chemeketa Park Mutual Water Company
Los Gatos, California

Revised and Adopted May 2, 2004
June 1, 2004

Amendments:

May 2, 2004: Amended Paragraph 4.2, Added Paragraphs 4.2.2 and 9.1.1.1.

May 1, 1998: Added Paragraph 9.2.2.3

May 5, 1996: Added Paragraph 2.6.4

May 1, 1993: Deleted Paragraph 5.1

May 7, 1989: Added Paragraph 2.6.3

ARTICLE 1: CORPORATE NAME AND OFFICE

- 1.1 The name of the Corporation is Chemeketa Park Mutual Water Company.
- 1.2 The principal office of the Corporation is located in the County of Santa Clara, State of California.

ARTICLE 2: QUALIFICATIONS FOR AND OBLIGATIONS OF MEMBERSHIP

- 2.1 Membership in the Corporation shall be limited to holders of title (legal or equitable) to parcels of land situated within the boundaries of that certain land described in the Articles of Incorporation.
- 2.2 Holders of legal or equitable title to any parcel or parcels shall qualify for Membership in the Corporation subject to the limitations set forth in Paragraph 2.4.
- 2.3 The word parcel as used in these Bylaws is hereby defined: a parcel, lot, tract or portion of land to which title is held (legal or equitable), upon which exists a habitable dwelling or which has been deemed a “buildable lot” by the County of Santa Clara.
- 2.4 Membership in the Corporation shall lapse and cease upon the transfer of record of the legal title to or equitable interest in a Member’s parcel or parcels, evidenced by a duly executed agreement in contract or writing.
- 2.5 Each Member of the Corporation shall have a property interest in this Corporation.
 - 2.5.1 Each interest is, and shall be, appurtenant to the land owned by such Members.
- 2.6 Each Member shall pay to the Corporation monthly and special assessments as may be required to provide, maintain or improve water services, roads or other facilities or services provided by the Corporation.
 - 2.6.1 Assessments shall be levied upon the Membership only by a majority vote of the Membership, except as provided in Paragraph 9.1.2.
 - 2.6.2 No Member may waive or otherwise escape liability for the assessments provide for herein by non-use of water or roads in the common area, or by abandonment of the parcel or parcels qualifying the Membership.
 - 2.6.3 Any Member who has reached the age of 62 years and who resides in his or her qualifying dwelling shall be entitled to a 10% reduction on all regular monthly assessments levied by the Corporation. Paragraph added by amendment, May 7, 1989.
 - 2.6.4 Upon sale of any improved property served by the Company, it shall be the duty of the Seller to advise the Buyer of any past-due assessments, and that said assessments travel with the sale and become the responsibility of the Buyer. Paragraph added by amendment, May 5, 1996.

ARTICLE 3: MEETINGS OF THE MEMBERSHIP

- 3.1 The Annual Meeting of Members shall be held on the first Sunday in May of each year.
 - 3.1.1 The Annual Meeting shall be held in Chemeketa Park, County of Santa Clara, State of California, unless a suitable meeting place is not available.
- 3.2 Special Meetings of Members shall be called by giving notice thereof by the Secretary of the Corporation to each Member.
 - 3.2.1 The Secretary shall mail a copy of such notice to each Member, at his or her address as listed in the records of the Corporation, at least five (5) days before the date of the Meeting, in case of emergency, otherwise fifteen (15) days.
- 3.3 No Meeting of Members shall be competent to transact business unless a total of Members eligible to cast at least twenty five (25) votes are present.

ARTICLE 4: VOTING BY THE MEMBERSHIP

- 4.1 The qualifications to vote in elections of the Corporation shall be as follows.
 - 4.1.1 A voter shall be a Member in good standing, that is, not delinquent in the payment of assessments or fees owed to the Corporation. Definition of delinquent: Member with outstanding balance over sixty (60) days.
 - 4.1.2 The parcel or parcels of land qualifying a Membership according to Paragraph 2.1 must have a water connection provided by the Corporation.
 - 4.1.3 Members shall have one vote per water hookup.
 - 4.1.4 When a qualifying parcel is owned in joint tenancy or tenancy in common, the Membership as to such parcel shall be joint.
 - 4.1.4.1 The rights of Membership shall be exercised by the joint action of all owners of the parcel.
 - 4.1.4.2 In the event of disagreement among said owners, each owner shall vote his proportionate interest in that single vote.
- 4.2 Proxies may be granted by the Board of Directors upon written request preceding an Annual or Special Meeting of the Membership.
 - 4.2.1 Proxies may not be solicited by either the Board of Directors or Members.
 - 4.2.2 Written requests must be presented to the Secretary of the Corporation prior to the vote at which the proxy is to be used.
- 4.3 Unless otherwise provided in these Bylaws, all matters submitted to the Membership shall be decided by majority vote.

ARTICLE 5: RESTRICTIONS UPON THE MEMBERSHIP

- 5.1 [Paragraph deleted by amendment, May 1, 1993]
- 5.2 No single family dwelling shall be converted to a multiple dwelling. If a dwelling is converted after June 2, 1985, the Board of Directors shall report this conversion to County authorities. The Board of Directors, at its discretion, may decline to provide water service to any dwelling so converted.
- 5.3 No vehicle shall be parked on any paved road. The Board of Directors is empowered to remove such vehicles and to assess responsible Members for costs incurred. For purposes of this Section, Members are presumed responsible for the actions of their tenants.

ARTICLE 6: ELECTION, SUCCESSION AND REMOVAL OF DIRECTORS AND ALTERNATES

- 6.1 The corporate powers of this Corporation, except as reserved in these Bylaws to the Membership, are vested in a Board of Directors consisting of five (5) Members.
- 6.2 Each Director and Alternate shall be indemnified by the Corporation against all expenses and liabilities incurred by or imposed upon him or her by reason of having been a Director or Alternate of the Corporation.
- 6.3 Nominations for Directors and Alternates shall be made and voted upon simultaneously for five positions to be filled, such nominations and elections to take place at the Annual Meeting.
- 6.3.1 Any Member nominated at this Annual Meeting must be in good standing.
- 6.3.2 Any Member so nominated must either be present to acknowledge the nomination, or must have given, prior to the Annual Meeting, written notice to the Board of Directors of his or her willingness to serve, if elected.
- 6.4 Election of Directors and Alternates shall be by secret ballot.
- 6.5 Voting rules are as follows.
- 6.5.1 Each Member shall be entitled to one vote for each of five (5) nominees.
- 6.5.2 A Member may not vote more than once for any one nominee; any ballot received which contains more than one (1) vote for any nominee shall be deemed invalid.
- 6.6 Nominees shall be elected according to the total number of votes received, as follows.
- 6.6.1 The nominees receiving the largest and second largest vote totals shall be elected as Directors for a two (2) year term.
- 6.6.2 The nominee possessing the third largest vote total shall be elected as a Director for a one (1) year term.

- 6.6.3 The nominee possessing the fourth largest vote total shall be elected as First Alternate to the five Directors for a one (1) year term.
 - 6.6.4 The nominee possessing the fifth largest vote total shall be elected as Second Alternate to the five Directors for a one (1) year term.
 - 6.6.5 Those nominees not elected are designated “stand-by” alternates and ranked according to the number of votes received.
- 6.7 In the event of occurrence of any tie in the voting which prevents the clear determination of the winner of any contested position, the following procedure shall be followed.
- 6.7.1 The Board of Directors shall direct an immediate recount of the ballots.
 - 6.7.2 If a tie or ties then still exist(s), each group of nominees so tied shall be offered the opportunity to agree at once among themselves which of the contested positions to accept. Those nominees who so agree shall be declared elected to those respective positions.
 - 6.7.3 If a tie or ties then still exist(s) additional ballots shall be cast as necessary until resolution of the issue. Each Member shall then cast no more votes than the number of positions still contested.
- 6.8 Succession of Alternates is as follows.
- 6.8.1 If for any reason a Director’s position becomes vacant, the First Alternate shall replace that Director to serve the remainder of the unexpired term.
 - 6.8.2 A second vacancy shall be similarly filled by the Second Alternate.
 - 6.8.3 The Board shall, in a timely fashion, appoint Alternates as necessary to ensure that at least one but no more than two Alternate positions are filled. Alternates so appointed must be Members in good standing and present at the Monthly, Special or Annual Meeting at which appointed.
- 6.9 Dismissal and Recall of Directors is as follows.
- 6.9.1 Each Director and Alternate shall be informed of his or her responsibilities with regard to attendance, at the beginning of his or her term.
 - 6.9.2 Any Director or Alternate absent for three (3) or more consecutive regular Meetings of the Board may be dismissed at the next Meeting of the Board.
 - 6.9.3 Directors or Alternates may be removed from office with or without cause by a 2/3 vote of those Members present at a Special Meeting of the Membership called to consider said specific removal(s).

ARTICLE 7: MEETINGS OF DIRECTORS

- 7.1 The Board of Directors shall meet as necessary, but at least once in every month, and at a regular time and place.
 - 7.1.1 Three (3) shall constitute a quorum for the transaction of business. Three votes shall be required to take action.
 - 7.1.2 Special Meetings of the Board of Directors may be called, at its discretion, with or without notice, within or without the boundaries of Chemeketa Park, with notice to all Board Members.
- 7.2 Under certain circumstances, the Board of Directors shall be empowered to act beyond the limitations of Section 7.1.

ARTICLE 8: DUTIES OF DIRECTORS AND ALTERNATES

- 8.1 The Directors shall:
 - 8.1.1 Carry out the decisions of the Membership as made in the Meetings of the Membership.
 - 8.1.2 Report fully and regularly to the Meetings of the Membership.
 - 8.1.3 Maintain a complete record of all their minutes and acts, including minutes of General Membership Meetings.
 - 8.1.4 Maintain records of the financial condition of the Corporation and generally the condition of its affairs, and to present a report on said financial condition at the Annual Meeting of the Membership.
 - 8.1.5 Supervise all officers, agents and employees and to see that their duties are properly performed.
 - 8.1.6 Maintain the roads, water facilities and common areas of Chemeketa Park, and to supervise the maintenance of and improvements to all Company property. Should this function be delegated to any person, group or corporation, no Corporation property shall be altered, improved or disposed of without prior approval of the Board of Directors.
 - 8.1.7 Maintain in force such insurance as may be deemed necessary by the Board of Directors.
 - 8.1.8 [Omitted in original draft]
 - 8.1.9 Collect and enforce all assessments.
 - 8.1.10 Pay from Corporation funds all expenses and obligations incurred by the Corporation in the conduct of its business; to discharge by payment, if necessary, any lien against the common area and to assess the cost thereof to the Members responsible for said lien.
 - 8.1.11 Review all contracts and agreements that pertain to the business of the Corporation.

- 8.1.12 Prepare an annual budget and present it at the Annual Meeting.
- 8.1.13 Elect officers and fill vacancies on the Board of Directors as they occur.
- 8.1.14 Notify the Membership of a water shortage or other emergency condition.
- 8.1.15 Maintain and publish annually in the minutes of the Corporation a schedule of current assessments, fees and charges, together with the dates on which they each become effective.

8.2 The Alternates shall:

- 8.2.1 Attend the Meetings of the Board of Directors and of the Membership.
- 8.2.2 Serve as Directors during the temporary absence of any Directors at any Meeting requiring the presence and participation of the Board of Directors.
 - 8.2.2.1 The First Alternate, if present, shall act in the place of the first absent Director.
 - 8.2.2.2 The Second Alternate, if present, shall act in the place of any absent Director or Alternate.
- 8.2.3 Assume the position of Director, as detailed in Section 6.8 of these Bylaws.

ARTICLE 9: POWERS OF DIRECTORS

9.1 The Directors shall have the power:

- 9.1.1 To recommend changes in assessments of Members; such proposals shall be sent to all Members thirty (30) days before the General Membership Meeting at which action is to be taken on the proposal.
 - 9.1.1.1 Such notice shall be particular and detailed as to the proposed changes in assessments of Members.
- 9.1.2 To fix assessments for multiple dwellings and other business enterprises.
- 9.1.3 To fix and charge penalty fees for delinquent assessments.
 - 9.1.3.1 A penalty shall be added each and every month beginning thirty (30) days after the date on which an assessment becomes due.
 - 9.1.3.2 Service may be discontinued anytime after an account has been delinquent for sixty (60) days, at the option of the Board of Directors and must be discontinued when an account has been delinquent for ten (10) months.
 - 9.1.3.3 Service shall be resumed only upon payment of all outstanding charges, including penalties, plus such costs as the Company may have incurred in collection of amounts due.

- 9.1.4 To call Special Meetings of the Membership whenever they deem it necessary. In addition, they shall call a Meeting for a stated purpose at any time upon the written request of fifteen (15) Members.
- 9.1.5 To appoint and remove at pleasure all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation and require from them security for faithful service.
- 9.1.6 To conduct, manage and control the affairs and business of the Corporation under limitations specified in these Bylaws.
- 9.1.7 To make improvements in the water system, roads, drainage channels, community clubhouse and other facilities which the Board of Directors deems to be in the best interest of the community.
- 9.1.8 To promote the health and safety of the community.
- 9.1.9 To clear the roads of any and all obstructions.
- 9.1.10 To inspect septic tanks.
 - 9.1.10.1 No property owner shall be permitted to have a septic tank which:
 - i) Causes foul odors or ground swelling
 - ii) Causes spillage on the streets or roads
 - iii) Drains into a stream, reservoir, other water supply or the real property of a Member of the Corporation
- 9.1.11 To respond to flagrant misuse or abuse of the water service.
 - 9.1.11.1 Such misuse or abuse includes but is not restricted to:
 - i) Neglect of breaks or leaks
 - ii) Installation, cleaning and refilling of swimming pools during a period of declared water shortage
 - iii) Other indiscriminate use of water, such as car washing or excessive watering, during a period of declared water shortage.
- 9.1.12 To support, in accordance with the law, the removal from any Member's property of any materials deemed hazardous to the health and safety of any Member or Members of the Corporation.
 - 9.1.12.1 Such materials shall include but are limited to:
 - i) Fire hazards
 - ii) Intentional or unintentional booby traps for children
 - iii) Garbage
 - iv) Vicious dogs

9.1.13 To enforce the restrictions on the Membership, as listed in Article 5.

9.1.14 To take legal action to obtain any assessments, payments, fees or other monies due, and to add to the total of the sum due the costs of taking such actions.

9.2 Procedures for dealing with violations:

9.2.1 Upon discovery of violations under Paragraph 9.1.9 and upon due consideration of the property owner's responsibility, the Board of Directors shall have the authority to assess the property owner for the cost of the removal of said obstructions.

9.2.1.1 Such assessments shall be added to regular monthly assessments, and if not paid shall be treated in the same manner as any other delinquent assessment.

9.2.2 Upon discovery of violations under Article 5 or Section 9.1, the Board of Directors shall serve the Member, in person or by first class mail, with a written notice.

9.2.2.1 The notice shall state the nature of the alleged violation and shall inform the Member of the right to a hearing before the Board of Directors.

9.2.2.2 The notice shall also state that, if the Board of Directors finds that the Member is guilty of a violation, the Board may, upon a vote of a majority of the Directors present, suspend water service upon such terms and conditions and for such time as the Board deems appropriate.

9.2.2.3 If an abusive condition continues after the first written notice has been served, and if it is more than ten (10) days until a regularly scheduled Board Meeting, then a Special Meeting of the Board may be called to consider immediate suspension of water service to the offending party. The offending party shall be notified to attend the Special Meeting.

9.2.3 If the Board finds that a Member has violated the provisions of Paragraphs 9.1.10 or 9.1.12, the Santa Clara County Health Department shall be notified of the condition.

9.2.4 Within ten (10) days after receipt of a written notice, the Member may request a hearing at the next regularly scheduled Meeting of the Board of Directors.

9.2.5 Upon determination that a violation has occurred, the Board of Directors may, upon a majority vote, suspend water service.

9.2.5.1 The Board may, at its discretion, grant Members extensions of time to prepare for a hearing.

9.2.5.2 The Board may, at its discretion, delay suspension of water service, provided that the Member agrees to take necessary action to correct the violation.

9.2.6 If water service is suspended as a result of a violation, the Board of Directors shall be authorized to levy a reconnection fee before service is resumed.

9.2.7 [Omitted in original draft]

9.2.8 Such fees as are levied under Paragraph 9.2.6 shall be added to the regular monthly assessments, and, if not paid, shall be treated in the same manner as any delinquent assessment.

9.2.9 The Board has the power to bring legal suit in conjunction with the actions listed above.

9.3 The Directors shall not have the power:

9.3.1 To amend these Bylaws.

9.3.2 To fix assessments, except as provided in Paragraph 9.1.2.

9.3.3 To sell any real property of the Corporation or to borrow money except for the emergency repair or replacement of defective equipment, unless so authorized by the majority vote of the Membership present and voting at a General Meeting.

9.3.3.1 Written notification of any proposal to so sell or borrow must be sent to the Membership thirty (30) days in advance of the meeting.

ARTICLE 10: OFFICERS

10.1 Titles and Qualifications

10.1.1 The Officers of the Corporations shall be President, Vice President, Secretary and Treasurer.

10.1.2 The President and Vice President shall be chosen from among the Board of Directors.

10.1.3 The Secretary and Treasurer shall be chosen from among the Membership, not excluding the Board of Directors.

10.2 Appointment and Term of Office

10.2.1 The Officers of the Corporation shall be elected each year by the Board of Directors at the first Monthly Meeting after the Annual Meeting.

10.2.2 Unless an officer resigns, dies or is removed prior thereto, he or she shall hold office until his or her successor has been chosen.

10.3 Removal

10.3.1 Any officer may be removed at any time, by a majority vote of the Directors at a duly held Meeting of the Board.

10.4 Vacancies

10.4.1 Any vacancy in an Office may be filled for the unexpired term by the Board of Directors.

10.5 Duties of the Officers

- 10.5.1 The President shall preside at all Meetings of the Board of Directors and of the Membership; shall see that all orders and resolutions of the Board are carried out; shall sign all mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- 10.5.2 The Vice President shall act in the place of the President in his or her absence.
- 10.5.3 The Secretary shall record the votes and keep the minutes of all Meetings and Proceedings of the Board and of the Membership; keep the Corporate Seal of the Corporation, and affix it on all papers requiring said seal; shall serve notice of Meetings of the Board and of the Membership; keep appropriate records showing the Members of the Corporation, together with their addresses; and shall perform such other duties as required by the Board.
- 10.5.4 The Treasurer shall see that all monies received by the Corporation are deposited in appropriate bank accounts and disbursed as directed by resolution of the Board of Directors; shall see that proper books of accounts are kept; shall render a statement of the financial accounts of the Corporation to the Board of Directors, at such times as may be required; shall advise the Board of Directors in the preparation of the annual budget; and shall submit a full financial report to the Directors of the Corporation at the Annual Meeting. This financial report shall be prepared by an independent Certified Public Accountant.

ARTICLE 11: AMENDMENTS

- 11.1 These Bylaws may be repealed or amended, or new Bylaws may be adopted, by the Membership only, at any Special or Annual Meeting of the Membership.
- 11.2 At least thirty (30) days notice, in writing, shall be mailed to each Member at his or her address, as listed in the records of the Corporation.
- 11.2.1 Such notice shall be particular and detailed as to the proposed repeal of or amendments to these Bylaws.
- 11.3 A majority vote of the Members present shall be necessary to amend or repeal these Bylaws.