

**ARTICLES OF INCORPORATION
OF
WEST SEATTLE SOCCER CLUB, INC.**

We, the undersigned, acting as the incorporators of the West Seattle Soccer Club, Inc. under the provisions of the Washington Nonprofit Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation.

Article I: Name

The name of the company shall be WEST SEATTLE SOCCER CLUB, INC. (hereinafter referred to as "WSSC").

Article II: Duration

The WSSC shall have perpetual existence.

Article III: Geography, Registered Office and Agent

WSSC shall have as its geography of operations in the neighborhood of West Seattle. The address of the initial registered office of the WSSC shall be 3045 45th Ave. SW, Seattle, WA 98116. The name of the initial registered agent of the WSSC at such address shall be C. Chip Goss.

Article IV: Purposes and Powers

Section 1. Purposes. The purposes for which this WSSC is formed are exclusively charitable, scientific, or educational and consist of the following:

Teaching young players soccer skills and good sportsmanship and to promote the game of soccer while regarding the interests of the players within the boundaries of this WSSC, as defined by the rules and regulations of the Highline Soccer Association (HSA) and Washington Youth Soccer (WYS), or its successors.

To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the WSSC's Articles of Incorporation or Bylaws, the WSSC shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the WSSC's purposes.

Article V: Limitations

All of the purposes and powers of the WSSC shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the WSSC shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the WSSC shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the WSSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The WSSC shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the WSSC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the WSSC shall inure to the benefit of, or be distributable, to its members (if any), Board Members, officers, or other private persons, except that the WSSC is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

WSSC specifically disclaims financial responsibility from and shall not assume nor be held liable for, the debts of/or the financial obligations, either expressed or implied of any affiliated association, club or team, or any of the coaches, managers, officers, or members of any affiliated club or team.

Upon the winding up and dissolution of the WSSC, the assets of the WSSC remaining after payment of, or provision for payment of, all debts and liabilities of the WSSC, shall be distributed to an organization or organizations, as determined by the Board of Members, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this WSSC is organized.

Article VI: Members

The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

Article VII: Board Members

The number of Board Members constituting the initial Board of Members of the WSSC shall be five (5) Board Members. The names of the persons who are to serve as the initial Board Members of the WSSC are as follows:

William Fry	Clydene Evans-Wenzel
Tom Gass	Tim Hinthorn
Curtis Allan	

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of Board Members shall be as set forth in the Bylaws of the WSSC.

Article VIII: Board Member Liability Limitations

A Board Member shall have no liability to the WSSC for monetary damages for conduct as a Board Member, except for acts or omissions that involve intentional misconduct by the Board Member, or a knowing violation of law by a Board Member, where the Board Member votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the Board Member will personally receive a benefit in money, property, or services to which the Board Member is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Board Members, then the liability of a Board Member shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Board Member of the WSSC existing at the time of such repeal or modification for or with respect to an act or omission of such Board Member occurring prior to such repeal or modification.

Article IX: Indemnification

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board Member or officer of the WSSC or, while a Board Member or officer, he or she is or was serving at the request of the WSSC as a Board Member, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Board Member, trustee, officer, employee or agent or in any other capacity while serving as a Board Member, trustee, officer, employee or agent, shall be indemnified and held harmless by the WSSC, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Board Member, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this

Article with respect to proceedings seeking solely to enforce fights to indemnification, the WSSC shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Members of the WSSC. The right to indemnification conferred in this Section I shall be a contract right and shall include the right to be paid by the WSSC the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the WSSC of an undertaking, by or on behalf of such Board Member or officer, to repay all amounts so advanced if it shall ultimately be determined that such Board Member or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the WSSC within sixty (60) days after a written claim has been received by the WSSC, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the WSSC to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the WSSC), and thereafter the WSSC shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the WSSC (including its Board of Members, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the WSSC (including its Board of Members, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Right. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested Board Members or otherwise.

Section 4. Insurance, Contracts and Funding. The WSSC may maintain insurance at its expense to protect itself and any Board Member, trustee, officer, employee or agent of the WSSC or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the WSSC would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The WSSC may, without further membership action, enter into contracts with any Board Member or officer of the WSSC in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the WSSC. The WSSC may, by action of its Board of Members from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the WSSC with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Board Members and officers of the WSSC or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article X: Bylaws

Bylaws of the WSSC initially shall be adopted by the Members at the annual meeting. The authority to make, alter, amend or repeal bylaws is vested in the Board of Members and may be exercised at any regular or special meeting of the Board of Members.

Article XI: Incorporator

The name and address of the incorporator of the WSSC is as follows:

C. Chip Goss

Tacey Goss P.S.
330 112th Ave NE, Suite 301
Bellevue, WA 98004

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 30th day of March, 2017.

C. Chip Goss
WSSC Secretary

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, C. Chip Goss, hereby consent to serve as registered agent, in the State of Washington, for the following corporation: WEST SEATTLE SOCCER CLUB, INC. (WSSC). I understand that as agent for WSSC, it will be my responsibility to accept Service of Process in the name of WSSC; to forward all mail and license renewals to the appropriate officer(s) of WSSC; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of WSSC for which I am agent.

Date: March 30th, 2017.

C. Chip Goss
3045 45th Ave SW
Seattle, WA 98116

**BYLAWS
OF
WEST SEATTLE SOCCER CLUB, INC.
A Non-Profit Corporation**

ARTICLE 1. OFFICES

The principal office of the WSSC shall be located at its principal place of business or such other place as the Board of Board Members (“Board”) may designate. The WSSC may have such other offices as the Board may designate or as the business of the WSSC may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The WSSC shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership

In order to qualify for membership, a member shall be interested in the betterment of the youth soccer program in the West Seattle area. All registered players either over eighteen years of age or by a single registered agent (e.g. parent or guardian), registered coaches, registered assistant coaches and registered volunteers are considered members of the WSSC. All other interested persons must register their name with the WSSC Secretary and be approved for membership by the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 Voting Rights

2.3.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Persons who are registered in more than one membership capacity, e.g. coach and player agent, or agent for more than one player, shall be entitle to one vote for each membership capacity.

2.3.2 Each member entitled to vote at an election of Board Members may cast one vote for as many persons as there are Board Members to be elected and for whose election such member has a right to vote.

2.4 Annual Meeting

An annual meeting of the members shall be held for the purpose of electing Board Members and transacting such other business as may properly come before the meeting. The annual meeting shall be held on a day and time and at a location as determined by the Board to

reasonably encourage attendance and participation of the members. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Special Meetings

The President or the Board may call special meetings of the members for any purpose. The Members, upon a petition of not less than 100 members entitled to vote at such meeting, also may cause a special meeting to be set by the Secretary pursuant to paragraph 2.7 herein.

2.6 Place of Meetings

All meetings of members shall be held at such place within the boundaries of this WSSC as designated by the President or the Board.

2.7 Notice of Meetings

The President, the Secretary or the Board shall cause to be published to each member entitled to notice of or to vote at the meeting, either by website, email or personally, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 100 of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the WSSC with postage thereon prepaid.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a 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.

2.9 Quorum

Fifty (50) of the members of the WSSC entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.10 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

12.11 Proxies

A member may not vote by proxy.

ARTICLE 3. GOVERNING BOARD OF MEMBERS

3.1 General Powers

The affairs of the WSSC shall be managed by a Board of Members.

3.2 Number

The Board shall consist of not less than three (3) nor more than twelve (12) members. The number of Officers and/or Commissioners of the Board may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Board Member.

3.3 Qualifications

Board Members shall be members of the WSSC. Board Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Board Members

3.4.1 Initial Board Members

The initial Board Members named in the Articles of Incorporation shall serve until the first annual meeting of members. Seven additional Board Members shall be elected at the time of adoption of the Articles of Incorporation, one of which shall serve until the first annual meeting of members.

3.4.2 Successor Board Members

Successor Board Members shall be elected in alternate years at the annual meeting of members.

3.5 Term of Office

Unless a Board Member dies, resigns or is removed, he or she shall hold office for a period of two (2) years, or until his or her successor is elected, whichever is later. The term of the five (5) initial Board Members named in the Articles of Incorporation and one additional board member elected at the time of adoption of the Articles of Incorporation shall initially be

one (1) year, followed by two (2) year terms thereafter, such that no more than six (6) Members of the Board are elected each year except in the case of vacancies.

3.6 Regular Meetings

The President may specify the date, time and place for the holding of regular meetings without other notice than announcement at a regular meeting.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Members, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the WSSC or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all members.

3.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Board Member in writing or by personal communication with the Board Member not less than ten days before the meeting. Notices in writing may be delivered, mailed or emailed to the Board Member at his or her address shown on the records of the WSSC. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.12 Waiver of Notice

3.12.1 In Writing

Whenever any notice is required to be given to any Board Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a 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. Neither the business to be

transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

Either five (5) or a majority of the number of Board Members then in office, whichever is lesser, shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Board Members present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Board Member of the WSSC present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board Member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by delivery confirmation to the Secretary of the WSSC immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Board Member who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board Members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Board Member may resign at any time by delivering written notice to the President or the Secretary at the registered office of the WSSC, or by giving oral or written notice at any meeting of the Board Members. Any such resignation shall take effect at the time specified

therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of members called expressly for that purpose, one or more Board Members (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Board Members represented in person at a meeting of members at which a quorum is present.

A Board Member also may be removed by a majority vote of the Board including the vote of the Board Member at issue. The questioned Board Member shall be given the opportunity to be present. Removal of a Board Member by the Board shall only be for misconduct or failure to perform satisfactorily. The Board shall elect a replacement within thirty (30) days.

3.19 Vacancies

A vacancy in the position of Board Member may be filled by the affirmative vote of a majority of the remaining Board Members though less than a quorum of the Board. A Board Member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Board Members in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Board Members. Such committees shall have and exercise the authority of the Board Members in the management of the WSSC, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Board Member or officer of the WSSC; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the WSSC not in the ordinary course of business; (f) authorize the voluntary dissolution of the WSSC or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the WSSC; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Board Member of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Board Members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Board Members in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Board Members shall receive no compensation for their service as Board Members but may receive reimbursement for expenditures incurred on behalf of the WSSC.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the WSSC shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Members. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the WSSC shall be elected for a term of two (2) years by the Members at the Annual Meeting. The President and Secretary shall be elected in odd years. The Vice President and Treasurer shall be elected in even years. Additional Vice Presidents shall be elected in staggered years.

Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the second annual meeting of the Members or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the WSSC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the WSSC, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the WSSC. The President shall preside over meetings of the members and of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the WSSC or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Presidents

In the event of the President's inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the WSSC; (d) keep records of the post office address and class, if applicable, of each member and Board Member and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the WSSC; receive and give receipts for moneys due and payable to the WSSC from any source whatsoever, and deposit all such moneys in the name of the WSSC in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The WSSC shall keep copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Board Member, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the WSSC shall be open at any reasonable time to inspection by any member of three months standing or to a representative designated in writing by no less than 200 of the current members.

5.2 Accounting Year

The accounting year of the WSSC shall be the twelve months ending December 31st.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Board Members in office.

The foregoing Bylaws were adopted by the Members on March 30th, 2017.

C. Chip Goss
WSSC Secretary