

BYLAWS OF WHIDBEY WEST WATER ASSOCIATION

Whidbey West Water Association (WWWA)

(State ID No. 363146 / Island County Franchise No.327) <http://whidbeywestwater.org/>

Adopted June 26, 2012. Last Amended by Resolution January 21, 2023

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ARTICLE I. OFFICES

1.1 *Registered Office and Registered Agent.* The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 *Other Offices.* The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II. MEMBERS

Persons eligible for membership in the corporation shall consist of existing or prospective customers of the Whidbey West Water System, State ID No. 363146. All such persons, as a condition on of membership in the corporation, shall execute and deliver to the corporation's Board of Directors a document, in a form approved by the Board of Directors which provides that such membership status, along with all rights and duties incident to membership, shall run with the land owned by the prospective member and supplied with water from the Whidbey West Water System. All other membership rights and duties shall be determined by the Board of Directors, and each member shall be entitled to one vote on all matters submitted to a vote of the corporation's members. Memberships shall not be transferable apart from transfer of a member's real property that is associated with the membership.

ARTICLE III. MEMBERS' MEETINGS

3.1 *Meeting Place.* All meetings of the members shall be held at such place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 *Annual Meeting Time.* The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year on the third Friday of November, at a time to be determined by the Board of Directors, if not a legal holiday, but if such day is a legal holiday then on the next Friday; or, at such other date and time as may be determined by the Board of Directors.

3.3 *Annual Meeting--Order of Business.* At the annual meeting of members, the order of business shall be as follows:

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- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business, including the election of directors.

3.4 *Special Meetings.* Special meetings of the members for any purpose may be called at any time by the President or Board of Directors. Only business within the purpose or purposes described in the meeting notice required by RCW 24.06.105 may be conducted at a special meeting.

3.5 *Notice.*

(a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering personally, electronically or by mailing a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

(b) At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

3.6 *Waiver of Notice.* A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.7 *Voting.* A member may vote in person or by proxy executed in writing by such member or such member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. A member may vote for the election of directors by mail or by any other method permitted by this Section 3.7.

3.8 *Quorum.* One-tenth (1/10) of the members entitled to vote represented at a meeting in person or by proxy (or in the case of election of directors not present but voting by mail) shall be necessary and sufficient to constitute a quorum for the transaction of business.

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ARTICLE IV. BOARD OF DIRECTORS

4.1 *Number and Powers.* The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of nine (9) persons. Directors must be members. The Board of Directors elected at the initial annual meeting of members shall be divided into three classes (Class A, Class B, and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of the directors elected at that time, as follows: Class A, three directors; Class B, three directors; and, Class C, three directors. The term of office of Class A directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of office of the Class B directors shall expire at the second annual meeting following the annual meeting at which they are elected. The term of office of the Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. In addition to the powers and authority expressly conferred upon it by these Bylaws and the corporation's Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation. No more than two members of the same household may simultaneously serve together as Board Directors

4.2 *Change of Number.* The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 *Vacancies.* All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified. No more than two members of the same household may simultaneously serve together as Board Directors.

4.4 *Regular Meetings.* Regular meetings of the Board of Directors may be held at such place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held without notice at the same location as, and immediately after adjournment of, the annual members' meeting, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular

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meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

4.5 *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

4.6 *Notice.* Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each director by three (3) days' prior service of the same by telegram, by letter, electronically or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

4.7 *Quorum.* A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.8 *Waiver of Notice.* Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.9 *Voting.* Each member of the Board of Directors shall have one full vote when voting on Board matters, including Directors who are members of the same household while serving simultaneously on the Board. A member of the Board of Directors may designate another current Board member to act as a proxy at Board meetings with full voting privileges. A Director wishing to designate another current Board member as a proxy for Board meetings shall notify the Board Secretary in writing of desire / intent to do so and for which meeting(s) the proxy shall be valid

4.10 *Registering Dissent.* A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.11 *Executive and Other Committees.* The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of

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no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.12 *Remuneration.* No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

4.13 *Loans.* No loans shall be made by the corporation to any director.

4.14 *Removal.* Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of any director, represented in person or by proxy at a meeting of members at which a quorum is present.

4.15 *Action by Directors without a Meeting.* Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

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ARTICLE V. OFFICERS

5.1 *Designations.* The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 *The President.* The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

5.3 *Vice Presidents.* During the absence or disability of the President, any of the Vice Presidents, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.4 *Secretary and Assistant Secretaries.* The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

5.5 *Treasurer and Assistant Treasurers.* The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time, as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or, are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or

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disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

5.6 *Delegation.* If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

5.7 *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.8 *Other Officers.* The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined, from time to time, by the Board of Directors.

5.9 *Loans.* No loan shall be made by the corporation to any officer.

5.10 *Term--Removal.* The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.11 *Bonds.* The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

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ARTICLE VI. WATER SYSTEM RULES AND REGULATIONS

Matters concerning the corporation's water system, including, but not limited to, hook-ups/connections and related charges, usage charges, disconnection procedures and the provision of water service both to members and to non-members of the corporation, shall be included in Rules and Regulations adopted by the Board of Directors. Those Rules and Regulations shall be adopted and may be modified, from time-to-time, by the affirmative vote of a majority of the whole Board of Directors, in its sole discretion, and are incorporated herein by this reference. Once adopted, copies of the Rules and Regulations shall be made available to members of the corporation, upon request.

ARTICLE VII. DEPOSITORIES

The monies of the corporation shall be deposited in the name of the corporation in such federally insured financial institutions (e.g. bank, credit union, federal savings and loan, etc.) as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VIII. NOTICES

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

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ARTICLE IX. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XI. AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of this corporation. A two-thirds majority vote of the sitting members of the board is required to do so. The term "sitting members" refers to that number of Directors currently comprising the WWWA Board of Directors. For example, if there are nine WWWA Directors, a two-thirds vote of the sitting members would equal six votes.

- Adopted by resolution of the corporation's Board of Directors on June 26, 2012.
- Last amended by resolution of the corporation's Board of Directors on November 20, 2019.

Edited / Submitted
William G. Burnett
WWWA Secretary