

# By-Laws of West Side Water Company

## Article I MEETING OF MEMBERS

### Section 1 - Annual Meeting:

The regular annual meeting of the members of the company shall be held on Vashon Island within the district served by the company at such place and time as the trustees may direct. It shall be the duty of the Secretary to give TEN (10) days notice by mail to the members of such annual meeting.

### Section 2 - Special Meetings of the Members:

Special meetings of the members may be held at any time in the district by order of the President, or upon written call signed by three or more of the Trustees, or signed by not less than one-third of the members. Calls for special meetings shall specify time, place, and object of the meeting, not less than four days before date set for such meeting. A notice mailed by the Secretary to any member to the address on the Company's books will constitute a notice duly sent.

### Section 3 - Quorum:

One-fourth of the total number of members, represented either in person or by proxy, shall be necessary to constitute a quorum for the transaction of business. When a quorum is present at a meeting duly called, a majority of the members represented thereat shall decide any matters brought before such meeting. In the absence of a quorum, the members present may adjourn from day to day, but until a quorum is secured, may transact no business.

### Section 4 - Order of Business at Meeting of Members:

The order of business at the annual meetings of the members, and as far as practical at all special meetings, unless dispensed with by notice, shall be as follows:

1. Calling of the roll.
2. Proof of due notice of the meeting, if notice is required.
3. Reading of and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of trustees if trustees are to be elected.
6. Unfinished business.
7. New business.
8. Adjournment.

## Article II TRUSTEES

### Section 1 - Number and Authority:

The board of trustees shall consist of five (5) members and shall have entire charge of the property interests, business, and transactions of the company with full authority to manage the same.

### Section 2 - Terms of Office:

Five (5) trustees shall be elected at the first regular annual meeting of the members on December 3, 1928, three of whom shall serve until the first annual meeting thereafter, and two of whom shall serve until second annual meeting thereafter. At each annual meeting after said first meeting, trustees shall be elected for two-year terms, three the first year, two the second year, and so on. Trustees shall hold office until their successors are elected, and when elected to fill a vacancy, such trustee shall hold office during the unexpired term of the trustee in whose place he is elected, and until his successor is elected and qualified.

### Section 3 - Vacancies:

Any vacancy in the board by death, resignation, or otherwise (except by removal of a trustee by a vote of the members), shall forthwith be filled for the unexpired term by the majority vote of the remaining trustees. If a trustee is removed by a vote of the members, at the same meeting or a subsequent called for that purpose the members shall elect a successor.

### Section 4 - Removal of Trustees:

Any trustee may be removed from office by a two-thirds vote of the members at any special meeting of the members duly called for such purpose.

### Section 5 - Quorum:

A majority of the board of the trustees shall constitute a quorum at any meeting, and no action except as herein-after expressly provided shall be taken unless a majority vote of all trustees is given in favor thereof.

### Section 6 - Regular meetings of the Trustees and Elections:

Regular annual meetings of the trustees shall be held immediately after the conclusion of the annual meeting of the members, at which meetings the trustees shall elect from their number a President, Vice-President, Treasurer and Secretary. In event of a vacancy, the board may at any meeting duly called, fill such vacancy. All officers shall serve without compensation except the Secretary and Treasurer, which office shall be held by one trustee, Secretary and Treasurer salary to be set by the board of trustees.

## Article III OFFICERS

### Section 1 - Duties:

The duties of the officers shall be such as are usually imposed upon such officers of a corporation and as required by law, and such as may be assigned to them respectively by the board of trustees. The President shall preside at all meetings and in his absence the Vice-President; the Secretary keeping a record of all minutes of meetings and proceedings of the board and members. The Treasurer shall collect and have charge of all funds of the company and disburse the same by check. The Treasurer shall furnish a surety company bond for the benefit of the company in the sum of One Thousand (1,000.00) Dollars, to faithfully account for all moneys coming into his hands as Treasurer. Trustees shall have the power to appoint agents and employees of the company and make reasonable payment for their service.

## Article IV CERTIFICATES OF MEMBERSHIP

There is to be no capital stock of the corporation, but certificates of membership may be issued, signed by the President and Secretary, to members of the company who are qualified.

## Article V INTERESTS OF MEMBERS

It is understood that this corporation is formed under Chapter 5, of Title 25, Corporations, of Remington's Compiled Statutes of Washington, 1922; that the interest of each incorporator or member shall be equal to that of any other,



and no incorporator or member can acquire any interest which will entitle him to any greater voice, authority or interest in the corporation than any other member; that membership certificates shall be assignable when the property of members is sold but assignable only to the purchaser of said property; a membership hereunder may be terminated by voluntary withdrawal, by expulsion for cause upon vote of two-thirds of the members, and by deaths. Losses of membership through any such causes and the incidents thereof shall be governed by the by-laws adopted from time to time.

#### **Article VI MEMBERS**

##### **Section 1 - Eligibility to Membership:**

Such persons that are property owners of the district served by the company, that have purchased a certificate of membership, and water right for water service; it is further understood that water-right is for one (1) residence on the said member's property. Should the member have more than one residential building on said property he is to purchase an auxiliary water-right from the company for \$75.00 for each additional residential building on said property.

##### **Section 2 - New Members:**

Any property owner where the property can be served by the company's present system of water mains can receive a membership in company by paying Two Hundred (200.00) Dollars plus the cost of meter and installation costs. Be it further understood that any petitioner for water not contiguous to the company's main shall be sold a water right at the discretion of the directors and shall also pay for any pipe and ditching charges from mains to property line. This membership can be purchased by paying \$75.00 down payment, and the balance monthly on promissory notes. It is further understood that ARTICLE 6, Section 1, applies to new members.

##### **Section 3 - Lost Certificates:**

The Secretary will issue a new certificate to replace a lost certificate upon the payment of \$5.00 by the member, said new certificate being marked Duplicate.

#### **Article VII DEPOSITORY**

The books, records and funds of the company shall be kept at the Vashon State Bank, provided that the records of the Secretary and Treasurer may be kept at their respective homes or other place designated in the district during

their terms of office. The books and records of the company are to be open to inspection by any member at all reasonable times.

#### **Article VIII OPERATION**

##### **Section 1 - Rules and Regulations:**

The object of the corporation being to obtain a water system for distribution to members, the board of trustees shall have the power to make rules and regulations for the taking and use of water from the company system, which rules and regulations shall be enforced by the board after the same have been adopted by a two-third vote of members present at the regular meeting. Such rules shall be furnished each member upon application.

##### **Section 2 - Charges, Assessments and Dues:**

Each member shall be liable to pay the company any and all charges against the water connection of a member for the maintenance of said system, and the expense of such service. If any charges are not paid when due, such water service may be cut off by the trustees after thirty (30) days notice in writing to pay charges in full. If such charges remain unpaid for sixty (60) days, the company shall have the right through its trustees to cut the service pipe of such delinquent member, who shall have no claim for damages on account thereof against the company. Such member can only be reinstated upon payment of delinquencies, and the sum of Ten (10.00) Dollars and expenses of disconnecting and connecting such service. It is further understood that any member leasing or renting his property is responsible for any or all indebtedness to the company for water by said Lessee or Rentor.

#### **Article IX AUTHORITY TO MORTGAGE SYSTEM**

The company shall have the power through its board of trustees when authorized by a vote of two-thirds of the membership to borrow money and incur expenses for the purposes of the water system and as security thereof to mortgage or pledge the property and income of the company on such terms as shall be provided by resolution adopted by the board of trustees.

#### **Article X AMENDMENTS**

These By-Laws may be amended at any time by a majority vote of the members at any regular meeting of the members duly called for that purpose, upon five (5) days notice of such meeting as hereinabove provided.