

BYLAWS OF WEST SEATTLE SOCCER CLUB, INC.

A Nonprofit Corporation

RECITALS

Founded in 1968 by Joe Smith as West Seattle Junior Soccer, the West Seattle Soccer Club ("WSSC") has had a profound and lasting positive impact on thousands of children and families throughout its more than half-century history. Dependent upon volunteer administrators and coaches who generously share their time and talents, WSSC has developed players' skills, instilled good sportsmanship, and fostered a love of the game through inclusive recreational play that welcomes participants of all abilities.

These Bylaws are adopted to continue that legacy of excellence by ensuring that the governance of WSSC remains clear, accountable, and aligned with current federal and state law, including the Washington Nonprofit Corporation Act (Chapter 24.03A RCW) and Section 501(c)(3) of the Internal Revenue Code, as well as national and state youth sports safety standards such as SafeSport requirements. They are also intended to reflect best practices for recreational youth soccer clubs, including strong member participation, appropriate board oversight, and robust policies for player safety, conflicts of interest, and financial stewardship.

In adopting these Bylaws, WSSC affirms its longstanding mission to offer youth soccer at its best—on the field through quality, recreational play, and off the field through sound, modern governance that will sustain the Club for future generations.

For purposes of these Bylaws, West Seattle Soccer Club, Inc. may be referred to as the "West Seattle Soccer Club," the "WSSC," or the "Corporation."

ARTICLE 1. OFFICES

1.1 Principal and Other Offices

The principal office of the WSSC shall be located at its principal place of business or such other place as the Board of Directors ("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. Mission

2.1 Mission

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law). Its mission is to promote and advance youth soccer and youth development in the West Seattle area through instruction, training, competition, community programming, and related activities that foster sportsmanship, teamwork, character, physical fitness, and personal growth among children and adolescents of all abilities.

ARTICLE 3. MEMBERSHIP

3.1 Classes of Members

The WSSC shall 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.

3.2 Qualifications for Membership

Membership in the WSSC shall be open to individuals who support the purposes of the Corporation and the betterment of youth soccer in the West Seattle area. The following individuals shall be members of the WSSC:

- A. each registered player who is eighteen (18) years of age or older;
- B. for each registered player who is under eighteen (18) years of age, one (1) designated parent or legal guardian (or other registered adult agent) for that player; and
- C. registered head coaches and registered assistant coaches who are not otherwise members under subsections (a) or (b).

No individual may hold more than one (1) membership or voting right at any time, regardless of the number of players they represent or roles they hold.

Other interested persons may apply for membership by submitting their name to the Secretary and may be admitted upon approval of the Board of Directors.

Membership shall be for the calendar year and shall expire on December 31 of each year unless renewed in accordance with policies adopted by the Board of Directors.

3.3 Voting Rights

3.3.1 One Vote Per Member

Each member entitled to vote shall be entitled to one (1) vote on each matter submitted to the members. No individual may exercise more than one (1) vote, even if they qualify for membership in more than one capacity.

3.3.2 Election of Directors

At an election of Directors, each member entitled to vote may cast one (1) vote for each Director position to be filled. Directors shall be elected by a majority of the votes cast at a meeting at which a quorum is present, unless otherwise required by applicable law, the Articles of Incorporation, or these Bylaws.

3.3.3 Participation by Remote Communication

A member participating in a meeting by means of authorized remote communication under these Bylaws and applicable law shall be deemed present in person and may vote at such meeting, provided that the communication technology allows members to participate in the meeting substantially concurrently with the proceedings and to vote on matters submitted to the members.

3.3.4 Members in Good Standing

To be entitled to vote at any meeting of members, a person must be a member in good standing as of the record date established by the Board of Directors for that meeting. A member is in good standing if, as of the record date, the member (or the player the member represents, if applicable) is currently registered, or was registered for the most recently completed playing season, is not suspended from participation, and, in the case of coaches, has satisfied all required background checks, safety trainings, and certifications required by the WSSC.

3.4 Annual Meeting

An annual meeting of the members shall be held for the purpose of electing Directors 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 or by means of authorized remote communication, as determined by the Board of Directors to reasonably encourage attendance and participation of the members. If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

3.5 Special Meetings

Special meetings of the members may be called by the President or by the Board of Directors for any lawful purpose.

A special meeting shall also be called by the Secretary upon receipt of a written petition signed by not fewer than one hundred (100) members entitled to vote at such meeting. The petition shall state the purpose or purposes of the meeting. Notice of such meeting shall be given in accordance with Section 2.7 of these Bylaws.

3.6 Place of Meetings

Meetings of the members shall be held at such place, if any, as designated by the Board of Directors, provided that any in-person meeting location shall be reasonably accessible to the membership and suitable for the anticipated attendance. Meetings may also be conducted in whole or in part by means of authorized remote communication consistent with applicable law. When a physical meeting location is provided, the WSSC will make reasonable efforts to offer participation and voting by means of authorized remote communication.

3.7 Notice of Meetings

The President, the Secretary, or the Board of Directors shall cause notice of each meeting of members to be delivered to each member entitled to notice of or to vote at the meeting not fewer than ten (10) nor more than fifty (50) days before the meeting. Notice shall be delivered by electronic transmission to the member's email address as reflected in the records of the Corporation. Members are responsible for maintaining a current email address with the Corporation.

The notice shall state the date, time, and place of the meeting and, if the meeting will be conducted in whole or in part by authorized remote communication, the notice shall also include the means of remote communication and any information reasonably necessary to access and participate in the meeting. In the case of a special meeting, the notice shall also state the purpose or purposes for which the meeting is called. Electronic notice shall be deemed delivered when transmitted to the email address shown in the Corporation's records.

3.7.1 Notice and Record Date

The Board of Directors may fix a record date, not more than sixty (60) days before any meeting of members, for the purpose of determining the members entitled to notice of and to vote at such meeting. If no record date is fixed, the record date shall be the close of business on the day before notice is given.

3.8 Waiver of Notice

A member may waive a notice by delivering a signed written or electronic waiver to WSSC before or after the meeting, as permitted by law.

Attendance without timely objection constitutes waiver shall be deemed equivalent to the giving of such notice.

3.9 Quorum

Twenty (20) members of the WSSC entitled to vote, represented in person or participating by means of authorized remote communication, shall constitute a quorum at a meeting of the members.

If a quorum is not present, no business may be conducted other than to adjourn or recess the meeting to a later date.

Once a quorum is established at a meeting, it shall be deemed to continue for purposes of transacting business until adjournment of the meeting.

3.10 Manner of Acting

The affirmative vote of a majority of the votes cast by members present in person or participating by means of authorized remote communication at a meeting at which a quorum is present shall be required for the adoption of any matter submitted to the members, unless a greater proportion is required by applicable law, the Articles of Incorporation, or these Bylaws.

3.11 Proxies

A member may not vote by proxy. Participation and voting by means of authorized remote communication shall not be considered proxy voting.

3.12 Nondiscrimination

The Corporation shall not discriminate, and shall not permit discrimination, on the basis of race, color, religion (creed), sex (including pregnancy), gender identity or expression, national origin (ancestry), age, disability, marital status, sexual orientation, military or veteran status, or any other basis prohibited by applicable federal, state, or local law, in any of its programs, activities, operations, membership, employment, volunteer opportunities, or governance. The Corporation is committed to providing an inclusive and welcoming environment for all participants, families, volunteers, staff, and board members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers

The affairs of the WSSC shall be managed by its Board of Directors.

4.2 Number

The Board of Directors shall consist of not fewer than three (3) nor more than twelve (12) Directors. The Board of Directors shall include the President, Secretary, and Treasurer, and may include one or more Vice Presidents and such other Directors as the members may elect. The number of Directors may be changed from time to time by amendment to these Bylaws; provided, however, that no decrease shall shorten the term of any incumbent Director.

4.2.1 Director Roles and Commissioners

The members may elect Directors to serve in specific roles, including Commissioner positions. Directors serving as Commissioners shall have the same voting rights and fiduciary duties as all other Directors. The Board of Directors may assign, revise, or reassign the duties of Commissioner roles by resolution, provided that such assignments do not alter the number of Directors or the term of office of any Director.

4.3 Qualifications

Directors shall be members of the WSSC at the time of election and throughout their term.

4.4 Election of Directors

Directors shall be elected at the annual meeting of members in accordance with the staggered term structure set forth in Section 3.5.

4.5 Term of Office

Directors shall serve staggered two (2) year terms. Approximately one-half of the Directors shall be elected each year so that no more than six (6) Directors are elected in any given year, except in the case of vacancies.

4.6 Regular Meetings

The Board of Directors shall hold regular meetings at such times and places, including by authorized remote communication, as determined by the Board. Notice of regular meetings shall be provided by electronic communication, unless waived.

4.7 Special Meetings

Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

4.8 Remote Participation in Meetings

Directors may participate in a meeting of the Board of Directors by means of authorized remote communication consistent with applicable law. Authorized remote communication must allow all persons participating in the meeting to hear each other simultaneously. A Director participating by such means shall be deemed present in person at the meeting. The Board of Directors will make reasonable efforts to provide authorized remote communication access for Directors when meetings are held at a physical location.

4.9 Notice of Special Meetings

Notice of any special meeting of the Board of Directors or of any committee shall state the purpose or purposes of the meeting and shall be given to each Director not fewer than ten (10) days prior to the meeting. Notice shall be delivered by electronic transmission to the Director's email address as reflected in the records of the Corporation. If the meeting will be conducted in whole or in part by authorized remote communication, the notice shall also include the means of remote communication and any information reasonably necessary to access and participate in the meeting. Electronic notice shall be deemed delivered when transmitted to the email address shown in the Corporation's records.

4.10 Waiver of Notice

4.10.1 Waiver in Writing or by Electronic Transmission

Whenever notice is required to be given to any Director under these Bylaws, the Articles of Incorporation, or applicable law, the Director may waive notice before or after the date and time stated in the notice. The waiver shall be in a record, executed by the Director entitled to the notice, and delivered to the Corporation for filing with the minutes or corporate records. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver unless required by applicable law, the Articles of Incorporation, or these Bylaws.

4.10.2 By Attendance

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

4.11 Quorum

Either five (5) Directors or a majority of the Directors then in office, whichever is fewer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, no business may be conducted other than to adjourn or recess the meeting to a later date.

4.12 Manner of Acting

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

4.13 Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to such action unless the Director's dissent or abstention is entered in the minutes of the meeting, or unless the Director delivers written notice of dissent or abstention to the Secretary (or the person acting as secretary of the meeting) before adjournment of the meeting or promptly thereafter by written notice or electronic transmission. This right to dissent or abstain shall not apply to a Director who voted in favor of such action and recorded in the meeting minutes.

4.14 Action by Board Without a Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by each Director. Such consent may be given in one or more counterparts and may be executed by electronic signature or electronic transmission. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Board.

4.15 Resignation

Any Director may resign at any time by delivering written notice or electronic transmission to the President or the Secretary of the Corporation, or by giving oral notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if no time is specified, upon delivery, and acceptance of the resignation shall not be necessary to make it effective.

4.16 Removal of Directors and Officers

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board of Directors) may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by members entitled to vote on the election of Directors, present in person or participating by means of authorized remote communication, at a meeting of members at which a quorum is present.

A Director may also be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office, provided that the Director who is the subject of the removal shall not vote on the removal. Removal by the Board of Directors may be only for cause, including misconduct, breach of fiduciary duty, material violation of these Bylaws or Board policies, or failure to perform duties satisfactorily. The Director proposed to be removed shall be given notice of the proposed action and an opportunity to be heard by the Board of Directors prior to removal.

Because all officers of the Corporation are Directors, removal of a Director under this Section shall also remove that individual from any officer position held.

4.17 Vacancies

A vacancy in the position of Director, whether arising by death, resignation, removal, disqualification, or any other cause, may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor in office.

Because all officers of the Corporation are Directors, any vacancy in an officer position shall be filled as provided in Article 4.

4.18 Board Committees

4.18.1 Standing or Temporary Committees

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, establish one or more standing or temporary committees of the Board. Each such committee shall consist of two (2) or more Directors and may exercise the authority of the Board to the extent delegated by the Board, except that no committee may:

- A. amend the Articles of Incorporation or these Bylaws;
- B. elect, appoint, or remove any Director or officer;
- C. approve a merger, consolidation, dissolution, or distribution of substantially all assets; or
- D. take any action prohibited from delegation under Chapter 24.03A RCW.

The creation of a committee does not relieve the Board or any Director of responsibility imposed by law.

The Board may also establish advisory committees or working groups composed in whole or in part of non-Directors; however, such groups shall not exercise the authority of the Board. Non-Director advisors to any committee shall not vote and shall not be counted for quorum purposes.

4.18.2 Quorum; Manner of Acting

A majority of the Committee Members shall constitute a quorum. The affirmative vote of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the Committee. Committee meetings shall be conducted in accordance with the provisions of these Bylaws applicable to meetings of the Board of Directors, unless otherwise provided herein.

4.18.3 Resignation

Any member of a committee may resign at any time by delivering written notice or electronic transmission to the President, the Secretary, or the chairperson of the committee, or by giving oral notice at a meeting of the committee. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Acceptance of the resignation shall not be required to make it effective.

4.18.4 Removal of Committee Member

The Board of Directors may remove any person from membership on any committee or working group at any time, with or without cause.

4.19 Coordinators, Advisory Committees, and Working Groups

The Board of Directors may from time to time appoint coordinators, advisory committee members, or working group members to support the programs and operations of the WSSC, including but not limited to fields, equipment, and other program functions. Such persons may, but need not, be members of the WSSC. They shall not, by virtue of such appointment, be Directors, shall not have voting rights on the Board of Directors, and shall not exercise the authority of the Board. Their duties, terms of service, and reporting relationships may be established and modified by the Board of Directors by resolution or policy.

4.20 Compensation

Directors shall receive no compensation for their service as Directors. Directors may be reimbursed for reasonable and properly documented expenses incurred on behalf of the Corporation, in accordance with policies or approvals established by the Board of Directors.

ARTICLE 5. OFFICERS

5.0 Officers and Directors

The officers of the Corporation shall be Directors of the Corporation. No person may serve as an officer unless that person is then serving as a Director. Officer titles describe duties and authority and do not create additional votes or separate membership on the Board. Each Director shall have one (1) vote on any matter before the Board of Directors regardless of the number of officer positions or titles held.

5.1 Number and Qualifications

The officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer, and may include such other officer positions as the members may establish. Officers shall be elected by the members from among the Directors. Each officer must meet and maintain the qualifications for service as a Director as set forth in these Bylaws.

5.2 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.

If an officer position becomes vacant due to death, resignation, removal, or any other cause, the Board of Directors may elect a Director to fill the vacant officer position for the remainder of the applicable term or until a successor is elected by the Members at the next Annual Meeting, whichever occurs first.

5.3 President

The President shall serve as the chief executive officer of the Corporation and, subject to the authority of the Board of Directors, shall supervise and oversee the affairs of the Corporation. The President shall preside at meetings of the Members and of the Board of Directors. The President may sign deeds, contracts, or other instruments on behalf of the Corporation, except where such authority has been expressly delegated by the Board of Directors or these Bylaws, or is otherwise required by law. The President shall perform all duties incident to the office and such other duties as may be assigned by the Board of Directors.

5.4 Vice Presidents

In the absence or incapacity of the President, a Vice President designated by the Board of Directors shall perform the duties of the President, subject to any limitations established by the Board. If no designation has been made, the Vice President with the longest continuous service shall assume such duties. Vice Presidents may sign instruments on behalf of the Corporation when authorized by the President or the Board of Directors and shall perform such additional duties as assigned.

5.5 Secretary

The Secretary shall: (a) maintain the minutes of meetings of the members and of the Board of Directors and its committees; (b) ensure that required notices are given in accordance with these Bylaws and applicable law; (c) maintain custody of the corporate records of the Corporation; (d) maintain accurate records of the names and contact information of members, Directors, and officers; (e) maintain custody and control of the Corporation's post office box and official mailing address; (f) sign instruments as authorized by the Board of Directors; and (g) perform such other duties as may be assigned by the President or the Board of Directors.

5.6 Treasurer

The Treasurer shall have charge and oversight of all funds and securities of the Corporation and shall ensure that complete and accurate financial records are maintained. The Treasurer shall oversee the receipt of all monies due and payable to the Corporation from any source and ensure that such funds are deposited in the name of the Corporation in financial institutions selected by the Board of Directors. The Treasurer shall present regular financial reports to the Board of Directors and shall perform all duties incident to the office and such other duties as may be assigned by the President or the Board of Directors.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The Corporation shall keep correct and adequate books and records of account and shall keep minutes of the proceedings of the members, the Board of Directors, and any committees of the Board of Directors. The Corporation shall maintain a current copy of its Articles of Incorporation and Bylaws and shall maintain a record of the names and contact information of members, Directors, and officers. Records shall be maintained in written or electronic form.

The Corporation's books and records shall be available for inspection by any member entitled to vote, at any reasonable time, to the extent required by applicable law and subject to reasonable procedures established by the Board of Directors. The Board of Directors may adopt reasonable conditions and limitations on access to records, including to protect confidential information relating to players, personnel, or legal matters, consistent with applicable law.

6.1.1 Member Contact Database Maintenance

Communication and notices shall be sent to the contact list at the time the notice is sent.

The Corporation shall presume individual members have entered their contact information into the contact list in good faith and has maintained and updated their contact info as required.

6.2 Accounting Year

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

6.3 Rules of Procedure

The conduct of meetings of the members, the Board of Directors, and committees of the Board shall be generally guided by the principles set forth in the most recent edition of Robert's Rules of Order, to the extent applicable and not inconsistent with these Bylaws, the Articles of Incorporation, or applicable law. The presiding officer may apply such principles as appropriate to promote orderly, fair, and efficient conduct of business.

6.4 Governance Policies

The Board of Directors shall adopt and periodically review a written conflict-of-interest policy applicable to Directors, officers, and key volunteers, consistent with Section 501(c)(3) requirements, applicable Washington law, and national and state youth sports safety standards including SafeSport training requirements. Directors and officers shall annually review the conflict-of-interest policy and sign an acknowledgment confirming that they have read, understood, and agree to comply with it.

The Board may adopt additional governance policies, including but not limited to whistleblower, document-retention, and financial controls policies, consistent with applicable law and the Corporation's tax-exempt status.

ARTICLE 7. AMENDMENTS

7.1 Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the Directors then in office, except as provided in this Article.

No amendment that would materially alter (a) the qualifications, voting rights, or removal of members, or (b) the number, term, qualifications, election, or removal of Directors, shall be effective unless such amendment is also approved by the members at a meeting duly called for that purpose in accordance with these Bylaws.

All amendments shall be consistent with the Articles of Incorporation and applicable law.

ARTICLE 8. INDEMNIFICATION AND LIMITATION OF LIABILITY

8.1 Indemnification

To the fullest extent permitted by Chapter 24.03A RCW (the Washington Nonprofit Corporation Act), as now in effect or hereafter amended, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

8.2 Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an

undertaking by or on behalf of the Director, officer, employee, agent, or volunteer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

8.3 Limitation of Liability

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a Director, except liability for: (a) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (b) any transaction from which the Director derived an improper personal benefit; or (c) any act or omission violating RCW 24.03A.540 or other applicable law. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

8.4 Nonexclusivity; Insurance

The rights of indemnification and advancement of expenses provided in this Article shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, vote of members or disinterested Directors, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such person. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, or volunteer against any liability asserted against or incurred by such person in such capacity, or arising out of such person's 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 or applicable law.

8.5 Amendment or Repeal

No amendment or repeal of this Article shall apply to or have any effect on the indemnification or limitation of liability of any person with respect to acts or omissions occurring prior to such amendment or repeal.

8.6 Severability

If any provision of these Bylaws is held to be invalid, illegal, or unenforceable in any respect under applicable law, such invalidity, illegality, or unenforceability shall not affect any other provision of these Bylaws, and these Bylaws shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein.
