

**BYLAWS
OF
NORTH KITSAP TRAILS ASSOCIATION**

Adopted: September 22, 2008

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**BYLAWS OF NORTH KITSAP TRAILS ASSOCIATION
("NKTA" or the "Corporation")**

ARTICLE I.

MEMBERSHIP

The Corporation shall have no members within the meaning of the Washington Nonprofit Corporation Act (RCW 24.03).

ARTICLE II.

BOARD OF DIRECTORS

1. Powers.

The affairs of the Corporation shall be managed by the Board of Directors.

2. Number.

The Board of Directors of the Corporation shall consist of not less than five (5) nor more than twenty-five (25) directors, the specific number to be determined at the annual meeting of the Board of Directors of the Corporation. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that any such decrease shall not cause the term of any incumbent director to be shortened.

3. Classification and Term.

Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of director after those elected at the first meeting shall be three (3) years.

4. Qualifications.

Any individual who is not prohibited by applicable law from being director in a corporation may be a director of the Corporation. Directors need not be residents of the State of Washington..

5. Election.

After the first election of directors, the member or members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

6. Resignation.

Any director may resign at any time by delivering written notice of such resignation to the Secretary of the Corporation.

7. Removal.

Any director may be removed from office with or without cause by an affirmative vote of a majority vote of the directors at any regular or special meeting of the directors at which a quorum is present.

8. Vacancies.

Any vacancy occurring in the Board of Directors, whether by death, resignation, or removal of a director or by an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even though less than a quorum. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the election and qualification of his or her successor. Any directorship to be filled at a meeting other than an annual meeting of the Board of Directors by reason of an increase in the number of directors may only be filled for a term of

office continuing until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

9. Compensation.

Directors shall receive no compensation as such. However, the Board of Directors may determine, by resolution adopted by a majority of the directors in office, from time to time to reimburse some or all of the necessary and reasonable expenses incurred by the directors on behalf of the Corporation.

10. Committees.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of at least two (2) or more directors and each of which, to the extent provided in such resolution and any subsequent resolution pertaining thereto and adopted in like manner, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law. Each committee of the Board of Directors

shall keep regular minutes of their proceedings and report to the Board of Directors when requested to do so.

11. No Loans to Directors.

No loans shall be made by the Corporation to its directors.

ARTICLE III.

MEETINGS OF THE BOARD OF DIRECTORS

1. Annual Meeting.

The annual meeting of the Board of Directors for the election of directors to succeed those whose terms expire, for the election of officers and for such other business as may properly come before the meeting shall be held in the fourth quarter of each year, at a time and place to be determined by the Board of Directors.

2. Regular Meetings.

Regular meetings of the Board of Directors, or of any committee designated by the Board of Directors, shall be held at such frequency, time, and place as the Board of Directors (or, with respect to committee meetings, the committee) shall determine from time to time. At such meetings, the directors may transact such business as may properly come before the meeting.

3. Special Meetings.

Special meetings of the Board of Directors, or of a committee designated by the Board of Directors, may be called by the President or by any two (2) directors. Special meetings may be held at such time and place, whether in this state or elsewhere, as may be designated in the notice of the meeting.

4. Notice of Meetings.

No notice is required to be given to the directors with respect to an annual or regular meeting of the Board of Directors, or of a committee designated by the Board of Directors.

Notice of the time and place of each special meeting shall be given by the Secretary of the Corporation, or by the persons calling the meeting, in person, by regular or express mail, email, electronic network posting, facsimile, telegram, or by personal communication at least two (2) days prior to the date on which the meeting is to be held. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors or of any committee designated by the Board of Directors need be specified in the notice or waiver of notice of any such meeting.

4.1. Consent to Notice by Email. If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

4.2. Delivery of Notice By Email. Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

4.3. Delivery of Notice By Posting to Electronic Network. The Corporation may provide notice of the time and place of any special meeting of the board of directors by

posting the notice on an electronic network (such as a listserv), provided that the Corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

4.4. Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

4.5. Effect of Attendance at Meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Quorum; Voting.

Except as otherwise provided by law, in the Articles of Incorporation, or in these Bylaws, a majority of the board of directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors or of any committee designated by the Board of Directors, provided however, that there must be at least three (3) directors present at a meeting for there to be a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or of the committee designated by the Board of Directors, as the case may be, unless the act of a greater number is required by applicable law, the Articles of Incorporation of the Corporation, or these Bylaws. At any such meeting at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the

action taken at that meeting unless the director's dissent or abstention is entered into minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, by the Articles of Incorporation, or by these Bylaws. Each director shall be entitled to only one (1) vote on each matter properly brought before a meeting of the Board of Directors. As provided by the Washington Nonprofit Corporation Act, there shall be no proxy voting by directors.

6. Adjournment.

The President of the Corporation, or the majority of the directors present at a meeting, (even though there may not be a quorum for the transaction of business at that meeting) may adjourn the meeting (whether an annual, regular, or special meeting of the Board of Directors or a regular or special meeting of a committee designated by the Board of Directors) to some later time without any notice other than an announcement at such meeting.

7. Waiver of Notice.

Whenever any notice is required to be given to any director of the Corporation by law, by the Articles of Corporation, or by these Bylaws, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8. Meetings Held by Telephone or Similar Communications Equipment.

The directors may participate in a meeting of the Board of Directors, or of any committee designated by the Board of Directors, through use of a conference telephone or similar communications equipment, so long as all the directors participating in such meeting can hear one another at the same time. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

ARTICLE IV.

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the Corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

ARTICLE V.

OFFICERS

1. Officers and Qualifications.

The officers of the Corporation shall be President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers or agents as the Board of Directors may determine from time to time. Any two (2) offices, except the offices of President and Secretary, may be held by the same person.

2. Election of Officers.

All officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting.

3. Term of Office.

All officers shall hold office for a term of one year and until their successors have been duly elected and qualified, or until removed as hereinafter provided.

4. Removal of Officers.

Any officer may be removed either with or without cause by the affirmative vote of a majority of the Board of Directors.

5. Resignation of Officers.

Any officer may resign at any time by delivering written notice of such resignation to the Secretary of the Corporation.

6. Vacancies.

A vacancy in any office resulting from the death, resignation, removal, or disqualification of any officer or from any other cause, may be filled for the unexpired term by the Board of Directors at any meeting of the Board of Directors.

7. Duties of Officers.

The duties and powers of the officers of the Corporation shall be as follows, and as further set from time to time by resolution of the Board of Directors:

(A) President. The President shall be the chief executive officer of the Corporation and shall have all necessary authority and responsibility to manage and operate the Corporation in all of its activities and affairs, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors. The President shall preside at all meetings of the membership and/or the Board of Directors; shall act as the duly authorized representative of

the Corporation in all matters for which the Board of Directors has not formally designated some other person to act; shall present at each annual meeting of the members and/or the Board of Directors a report on the condition of the business of the Corporation; shall sign and execute all contracts in the name of the Corporation, and may sign all notes, drafts, and other orders for the payment of money; shall appoint, fix the compensation of, and discharge all agents and employees who are not officers of the Corporation, subject always to the right of the Board of Directors to remove or discharge the same; and shall perform all other duties as may be required by the Board of Directors, or by other provisions of these Bylaws.

(B) Vice President. The Vice President (in the order of their rank as fixed by the Board of Directors or, if not ranked, in order of seniority of election) shall, in the absence or incapacity of the President, perform the duties of that officer and shall perform all such other duties as the Board of Directors may designate from time to time.

(C) Secretary. The Secretary of the Corporation shall keep the minutes of all meetings of the members and/or the Board of Directors, and of all committees designated by the Board of Directors; shall attend to the giving and serving of all notices of the Corporation; shall be the custodian of the corporate seal (if any) and shall affix such seal to corporate papers when required; shall attend to, and present to the Board of Directors at its meetings, all official communications received by him or her; and shall perform all such other duties as are incident to this office (including without limitation all duties of the Corporation with respect to the maintenance of records under RCW 24.03.135, as now in effect and as amended from time to time, and any other applicable laws) or as may be required of the Secretary by the Board of Directors.

(D) Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies or other repositories as the Board of Directors may designate from time to time. The Treasurer may make, sign, and endorse in the name of the Corporation all checks, drafts, notes, and other order for payment of money, and pay out and dispose of such under the direction of the President, or the Board of Directors; shall keep at the principal office of the Corporation accurate books of accounts of all its business and transactions, and shall at all reasonable hours exhibits books and accounts to the President, or to any director upon application at the office of the Corporation during business hours, or to the Board of Directors at any meeting when required to do so by the Board of Directors; shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other time as shall be required of him; shall, if required to do so by the Board of Directors, give such bond for the faithful performance of his or her duties as the Board of Directors may determine from time to time; and shall perform all such other duties as are incident to the office of Treasurer or as may be required from time to time by the Board of Directors.

(E) Other Officers. Other officers and assistant officers and agents shall perform such duties and have such powers as may be assigned to them from time to time by the Board of Directors.

8. Compensation of Officers.

The officers shall receive such reasonable salary or compensation as may be fixed from time to time by the Board of Directors.

9. No Loans to Officers.

No loans shall be made by the Corporation to any of its officers.

ARTICLE VI.

AMENDMENT AND REPEAL OF BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the directors at any meeting at which a quorum of Directors is present.

ARTICLE VII.

ADMINISTRATIVE PROVISIONS

- 1. Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and terminate on the December 31 of each year.
- 2. Corporate Seal.** The Corporation shall not have a corporate seal.
- 3. Rules of Procedure.** The procedure to be followed at the meetings of the Board of Directors or of any committee designated by the Board of Directors shall be guided by that set forth in the Scott, Foresman Robert's Rules of Order (revised 1990), as amended from time to time, to the extent such rules of order are not inconsistent with the Articles of Incorporation of the Corporation or with these Bylaws.
- 4. Books and Records.** The Corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. All books and corporate records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII.
LIMITATION OF DIRECTOR LIABILITY;
INDEMNIFICATION OF DIRECTORS, OFFICE,
EMPLOYEES, AND AGENTS

The Articles of Incorporation provide broad limitation of liability protection and indemnification to directors, officers, employees, and agents all as more specifically therein stated and by reference here incorporated.

CERTIFICATION

Jon Rose, being President of North Kitsap Trails Association, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors on this 22nd day of September, 2008.



Jon Rose, President