

North Kitsap Trails Association Meeting
Articles of Incorporation and Bylaws
June 17, 2008

Attendees:

Joan Lukasik, Leader Organizational Development
Duke Bourgeois, Leader Organizational Development
John Willett, Leader Organizational Development/Technical Assistance Committee
John Hawkins, Leader/User Group
Sue Schroader, Olympic Property Group
Jon Rose, Olympic Property Group
Linda Mendoza, Olympic Property Group
Tom Schroeder, Davis Wright Tremaine by Conference Call

I. Group Discussion

- Concerns Articles of Incorporation
 - Article II Purpose, Limitations and Powers
 - Does funding need to be address, grants are specific
 - Group agrees to stay with Tom's Schroeder's version
 - Article XI Use of Motorized Vehicles
 - Do electric vehicles need to be addressed?
 - Group agrees that it would be too complicated to include electric vehicle use on trails at this time...may be added or amended at a later date

Tom Schroeder joins by conference call

II. Articles

- Article XI Use of Motorized Vehicles
 - Add land owners
- Group agrees to finalize

III. Bylaws

- Article I Membership
 - Group discussion regarding non-voting members. Group agrees to include description of member in mission statement: members have the right to give nominations for Board members as suggestions but do not have voting rights.
- Article III Meetings of the Board of Directors
 - Special Meetings - group discussion regarding keeping a minimum of (2) directors with the ability to call a meeting.
 - Group agrees to keep minimum of at least (2) directors to call a meeting.

- Tom advises that the IRS would want to see more than 3 and less than 20 board members.

IV. Tom's Concerns

- Bylaw Article VI Amendment and Repeal of Bylaws
 - Suggest to remove second sentence, group agrees, Tom to change
- Bylaw Article III Meeting of the Board of Directors
 - Annual Meeting change to be less specific-hold in fourth quarter, Tom to change.
- Need to address the conflict of interest between Pope/NKTA in 501(c)(3)
 - Group agrees there is no profit sharing issue thereby no need to address conflict at this time. Jon Rose can publicly address his position and dismiss himself if needed.

V. Process

- Jon Rose to give names of Board of Directors to Tom
- Tom to finalize articles
- Jon Rose to sign as Incorporator
- Originals to go to Tom to be filed
- Jon Rose to hold official meeting with the Board of Directors
 - Elect officers
 - Conflict of Interest Policy
 - Banking
- File 501(c)(3)

VI. Next Steps

- Jon Rose to name Board of Directors, give names to Tom
- Tom to send a copy of Conflict of Interest Policy to Jon Rose
- Duke to work on 501(c)(3)

Respectfully Submitted By:

Linda Mendoza

Administrative Assistant

Olympic Property Group