

**BYLAWS OF
NORTH KITSAP TRAILS ASSOCIATION**

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**BYLAWS OF NORTH KITSAP TRAILS ASSOCIATION (“NKTA”)
 (“the Corporation”)**

**ARTICLE I.
MEMBERSHIP**

1. Classes.

There shall be one class of members of the Corporation.

2. Qualification and Duties of Members.

Members of the Corporation shall be the currently serving members of the Board of Directors of the Corporation, its officers, and such other individuals as accept an invitation to serve as members of the Corporation, all during their respective terms of office. The Board of Directors may from time to time establish additional memberships on such terms and membership fees as the Board of Directors may determine. All members of NKTA shall abide by all rules of the NKTA.

3. Annual Meetings of Members.

The annual meeting of the membership of the Corporation shall be held in December in each year. Notice of the annual meeting shall be given by any legal means to each member by the Secretary of the Corporation no less than ten (10) days nor more than fifty (50) days prior to the meeting. Each member shall be entitled to one vote when electing members of the Board of Directors. No particular percentage of membership shall be required to constitute a quorum.

4. Special Meetings of Members.

Special meetings of the membership of the Corporation may be called from time to time at the discretion of the Board of Directors.

**ARTICLE II.
DIRECTORS**

1. Management by Board of Directors.

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

2. Number of Directors.

The Board of Directors of the Corporation shall consist of not less than five nor more than twenty-five directors, the specific number to be determined at the annual meeting of NKTA.

3. Classification and Term of Directors.

Except as otherwise provided in these Bylaws or by special action of the Board of Directors, a director shall hold office for a term of three years and until his or her successor has been elected and qualified. The terms of the directors shall be established in such a manner that approximately one-third (1/3) of such directors' terms expire each year.

A decrease in the number of directors shall not cause the term of any incumbent director to be shortened.

4. Qualifications and Selection of Directors.

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. Any nominee for the Board of Directors must be a member of NKTA.

5. Election of Directors.

Members of the Board of Directors shall first be nominated by a nomination committee. The nomination committee shall be selected by the current Board of Directors. The Directors shall be elected by a majority vote of the membership at the annual membership meeting. Each Board member shall be elected separately from the nominees for each Board position and, for this purpose, each member shall have the right to cast one vote for each Board position. The nominee receiving the greatest number of votes among the nominees for that Board position shall be elected.

6. Resignation of Director.

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

7. Removal of Director.

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 of Directors.

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 reasonable expenses incurred by the directors on behalf of the Corporation.

10. Committees of Board of Directors.

The Board of Directors, by resolutions 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 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. Notwithstanding the preceding sentence, the authority of each committee of the Board of Directors shall be subject to the

limitations set forth in RCW 24.03.115, as now in effect or hereafter amended, and any other applicable 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 DIRECTORS

1. Annual Meeting of Directors.

An annual meeting of the Board of Directors of the Corporation shall be held in December immediately following adjournment of the annual meeting of the members of the Corporation. At such meetings, there shall be an election of directors to fill those offices that may have been created by an increase in the number of directors of the Corporation or the unexpired term of any director, the election of officers, and the transaction of such other business as may properly come before the meeting.

2. Regular Meetings of Directors.

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 of Directors.

Special meetings of the Board of Directors, or of a committee designated by the Board of Directors, may be called by the President of the Corporation or by not less than 51 percent of the authorized number of directors or, with respect to meetings of a committee designated by the Board of Directors, by not less than one-third of the directors appointed to the committee. 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 of Directors.

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 telephone, by placing in the possession and custody of the U.S. Mail a written notice addressed to the director at his or her last known mailing address, at least two calendar days prior to the date of the meeting, or, if approved by the director in writing, by email message to the director's last known email address given at least two calendar days before the date of the meeting. 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 the meeting. Notice of any special meeting may be waived in writing or by telegram and will be waived by any director by attendance at the meeting except when attendance at the meeting is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

5. Quorum; Voting.

Except as otherwise provided by law, in the Articles of Incorporation of the Corporation, or in these Bylaws, the presence of not less than 51 percent of the current number 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 two 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. 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 vote on each matter properly brought before a meeting of the Board of Directors. There shall be no proxy voting.

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 of that notice in writing signed 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. Action of Board of Directors Without a Meeting.

Any action required by law, or permitted to be taken at a meeting of the Board of Directors of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors, or given by them by email message in counterparts.

9. Telephonic Meetings.

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. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

10. Rules of Order.

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.

ARTICLE IV.

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 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 exhibit 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 V.

AMENDMENT AND REPEAL OF BYLAWS

Section 1. By Directors. If the Articles of Incorporation shall so provide, the Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of this Corporation by the affirmative vote of a majority of the directors at any meeting at which a quorum of Directors is present.

Section 2. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the members, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, or any nuclear, atomic, or extreme natural disaster.

ARTICLE VI.

SEAL

The Corporation shall not have a corporate seal.

ARTICLE VII.

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and terminate on the December 31 of each year.

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.

ADOPTED: This ____ day of _____, 2008.

Jon R. Rose, President