

**MINUTES OF ORGANIZATIONAL MEETING
OF
BOARD OF DIRECTORS
OF
NORTH KITSAP TRAILS ASSOCIATION**

The organizational meeting of the board of directors of the corporation was held at Olympic Resource Management Headquarters Office, 19245 Tenth Avenue NE, Poulsbo, WA 98370 on September 22, 2008, at 2:34 p.m., for the purpose of adopting bylaws, electing officers and for the transaction of such other business as might come before the meeting.

The following members of the initial board of directors as set forth in the Articles of Incorporation were present: Linda Berry-Maraist, Jon Rose, John Hawkins, John Kuntz and John Willett. Jon Rose presided as Chair of the meeting and appointed Sue Schroader to serve as Secretary.

The Chair announced that the meeting was being held pursuant to the call of a majority of the directors named in the Articles of Incorporation, notice being given to or waiver of notice received from (attached to these minutes) all directors. The Chair announced that all of the directors stated in the Articles of Incorporation were present and that therefore a quorum was present and the meeting was duly called and properly in session.

1. Adoption of Bylaws. As the first order of business, the board considered the adoption of Bylaws of the corporation. After discussion, the following resolution was made, duly seconded and unanimously adopted:

RESOLVED, that the Bylaws attached hereto as Exhibit A and by this reference incorporated herein are hereby adopted as Bylaws of the corporation.

2. First Annual Election of Directors and Division of Directors Into Terms. The following individuals were elected as the first elected directors of the corporation succeeding those directors named in the Articles of Incorporation, to take office immediately for purposes of participating in the remainder of the meeting, and to serve an initial term as set forth next to their names (directors elected upon the expiration of the initial term of a director set forth below shall serve, in accordance with the Bylaws, a three (3) year term):

Director	Term
John Willett	3 years
John Kuntz	2 years
Jon Rose	2 years
Linda Berry-Maraist	1 year

John Hawkins

1 year

3. Election of Officers. As the next order of business, the meeting proceeded to the election of officers as provided for in the Bylaws. The following officers were duly nominated and unanimously elected to serve until the first annual meeting of the corporation and until their successors are elected and qualified:

President	Jon Rose
Vice President	John Willett
Secretary	Sue Schroader
Treasurer	John Kuntz

4. Consent to Electronic Transmissions. As the next order of business, the board considered the adoption of a consent form for directors and officers who wish to receive electronic notice. After discussion, the following resolution was made, duly seconded and unanimously adopted:

RESOLVED, that each officer and director who wishes to receive notices from the Corporation by email shall return to the Corporation a consent to receive electronic transmissions in substantially the form attached as Exhibit B.

5. Adoption of Conflict of Interest Policy. As the next order of business, the board considered the adoption of a Conflict of Interest Policy. After discussion, the following resolution was made, duly seconded and unanimously adopted:

RESOLVED, that the Conflict of Interest Policy attached hereto as Exhibit C and by this reference incorporated herein is hereby adopted as the Conflict of Interest Policy of the corporation.

6. Tax Qualification. As the next order of business, there was a discussion of the intended tax-exempt status of the corporation. It was noted that the corporation had been formed as a nonprofit organization under the laws of the State of Washington with the purpose of qualifying the organization for exemption from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code and is not a private foundation under Section 509(a) of the Internal Revenue Code. After discussion, the following resolution was made, duly seconded and unanimously adopted:

RESOLVED, that the corporate officers proceed, with the assistance of such legal and accounting counsel as they may choose, to apply for a determination under the Internal Revenue Code that the organization is qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is not a private foundation under Section 509(a);