

**BYLAWS  
OF  
NORTH KITSAP TRAILS ASSOCIATION**

**Adopted: September 22, 2008**

## Table of Contents

|  | <u>Page</u> |
|--|-------------|
| ARTICLE I. MEMBERSHIP .....  | 2           |
| ARTICLE II. BOARD OF DIRECTORS.....                                    | 2           |
| 1. Powers.....   | 2           |
| 2. Number. ....  | 2           |
| 3. Classification and Term. ....                                       | 2           |
| 4. Qualifications.....   | 3           |
| 5. Election. ....  | 3           |
| 6. Resignation. ....   | 3           |
| 7. Removal. ....   | 3           |
| 8. Vacancies. ....   | 3           |
| 9. Compensation. ....  | 4           |
| 10. Committees. ....   | 4           |
| 11. No Loans to Directors.....   | 5           |
| ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS .....                  | 5           |
| 1. Annual Meeting. ....  | 5           |
| 2. Regular Meetings.....   | 5           |
| 3. Special Meetings.....   | 5           |
| 4. Notice of Meetings.....   | 5           |
| 5. Quorum; Voting. ....  | 7           |
| 6. Adjournment. ....   | 8           |
| 7. Waiver of Notice.....   | 8           |
| 8. Meetings Held by Telephone or Similar Communications Equipment..... | 9           |
| ARTICLE IV. ACTIONS BY WRITTEN CONSENT .....                           | 9           |
| ARTICLE V. OFFICERS .....  | 9           |
| 1. Officers and Qualifications.....                                    | 9           |
| 2. Election of Officers.....   | 10          |
| 3. Term of Office. ....  | 10          |
| 4. Removal of Officers.....  | 10          |
| 5. Resignation of Officers.....  | 10          |
| 6. Vacancies. ....   | 10          |
| 7. Duties of Officers.....   | 10          |
| 8. Compensation of Officers. ....                                      | 12          |
| 9. No Loans to Officers.....   | 13          |
| ARTICLE VI. AMENDMENT AND REPEAL OF BYLAWS.....                        | 13          |
| ARTICLE VII. ADMINISTRATIVE PROVISIONS .....                           | 13          |
| 1. Fiscal Year .....   | 13          |
| 2. Corporate Seal.....   | 13          |

3. Rules of Procedure..... 13  
4. Books and Records ..... 13

ARTICLE VIII. LIMITATION OF DIRECTOR LIABILITY; INDEMNIFICATION OF  
DIRECTORS, OFFICE, EMPLOYEES, AND AGENTS..... 14

**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