

**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):

<b>Director</b>	<b>Term</b>
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);

FURTHER RESOLVED, that the corporate officers are authorized to make such other applications under any federal, state or local laws as may be required or desirable to achieve recognition of tax-exempt status of the corporation, and to make such filings as are necessary or desirable for the initial operation of the corporation.

7. **Banking.** As the next order of business, the following resolution was made, duly seconded and unanimously adopted:

RESOLVED, that the President and Treasurer are authorized:

(a) to designate such bank or banks as depositories (a “Depository”) for the funds of the corporation as they deem necessary or advisable;

(b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository with the President, Treasurer and Secretary established as signers on the account or accounts;

(c) to cause to be deposited in accounts with any Depository from time to time such funds of the corporation as they may deem necessary or advisable;

(d) to designate from time to time officers and agents of the corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the corporation against any such account, however in the normal course of business, any such payment of money or transfer of funds shall be signed or countersigned by the Treasurer with a second signature by the President or Secretary.

(e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signature) as they may deem necessary or advisable.

If any Depository requires a prescribed form of preamble, preambles, resolution or resolutions relating to such accounts or to any application, statement, instrument or other document connected therewith, each such preamble or resolution shall be deemed to be adopted by the board of Directors, and the Secretary or any Assistant Secretary of the corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the board of Directors at the time of adopting this resolution, and to insert all such preambles and resolutions in the minute book of the corporation immediately following this resolution.

8. **Charitable Solicitation Act.** As the next order of business, it was noted that the corporation may solicit donations from various donors. Such solicitation is subject to the requirements of the Washington Charitable Solicitation Act and may be subject to the laws of other states. One of the prerequisites to compliance with said Act is appointment of the Secretary of State of the State of Washington as agent for service of process for suits regarding

charitable solicitations within the State of Washington. After discussion, the following resolution was made, duly seconded, and unanimously adopted:

RESOLVED, that the corporate officers are directed to proceed, with the assistance of legal or accounting counsel of their choice, to take such actions as are necessary to comply with the requirements of the Charitable Solicitation Act of the State of Washington as well as the requirements of the laws of those states in which the corporation plans to solicit charitable funds;

FURTHER RESOLVED, that the Secretary of State of the State of Washington is hereby irrevocably appointed agent to receive service of process in noncriminal proceedings against the corporation as more specifically provided in RCW 19.09.305.

There being no further business to come before the meeting, it was adjourned at 3:33 p.m.



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Sue Schroader  
Secretary

ATTEST:



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Jon Rose  
Chair