

**BYLAWS
OF
WOODLAND TRAIL GREENWAY ASSOCIATION (WTGA)**

**Article I.
Name**

The name of this Association is the **Woodland Trail Greenway Association** (herein referred to as the "Association" or "WTGA").

**Article II.
Purposes**

Mission Statement. The mission of the Woodland Trail Greenway Association is to advocate for and partner in the development of a publicly-owned multiuse trail and greenway from Pioneer Park to McAlister Springs, linking the cities of Lacey, Olympia, and Tumwater. We further advocate the development of other non-motorized connections, recognizing that it will be part of an interconnected system of trails, sidewalks, bike lanes, low volume streets, and transit in Thurston County.

**Article III
Office**

Office of Record. The office of the Association shall be located at such location as from time to time determined by the Board of Directors. The current office of record is: 2415 Evergreen Park Drive SW, Building D, Olympia, Washington 98502.

**Article IV.
Duration**

Duration. The term of the Woodland Trail Greenway Association shall be perpetual.

**Article V.
Board of Directors**

1. General Powers. The business, property and affairs of the Association shall be managed by the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members of the Association.

2. Number of Directors. There shall be at least three (3) and no more than nine (9) directors on the Board.
3. Term of Directors. The term of office for each Director shall be three (3) years.
4. Election of Directors.
 - (a) Nominations. Each year in January, a Nominating Committee appointed by the Board of Directors shall nominate from among the Members in good standing, persons to stand for election to the Board of Directors. The Nominating Committee shall prepare and deliver a list of nominees it has selected to the Secretary no later than February 15th.
 - (b) Election Procedure. An election of Board of Directors shall be held in March. Each Ballot shall be mailed to all current Members in good standing on or before March 5th. Each Member in good standing shall be entitled to cast one vote for each open Director position. All ballots returned as of the last day of the month of March shall be counted as valid ballots. The candidates receiving the greatest number of votes shall be deemed elected to the open Director positions. Directors so elected shall take office at the following annual meeting.
 - (c) Staggered Terms. The Board of Directors elected at the initial annual meeting of members following adoption of these Revised Bylaws shall be divided into three classes (Class A, Class B, and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of Directors elected at that time. The term of office of Class A Directors shall expire at the annual meeting following the annual meeting at which they are elected. The term of office of the Class B Directors shall expire at the annual meeting thereafter. The term of Class C Directors shall expire at the annual meeting thereafter. At each annual meeting after such initial annual meetings, Directors shall be elected for a term of three (3) years to succeed the Directors whose terms expire at such meeting. Each Director shall hold office until their successor has been appointed or elected and installed or until the Director resigns or is removed. There shall be no limit on the consecutive terms held by any Director.
5. Voting. Each Director shall be entitled to one (1) vote on all matters coming before the Board of Directors at any regular or special meeting thereof.

6. Compensation/Remuneration. Directors shall not receive any stated salary for their services; however, nothing contained herein shall be construed to preclude any Director from serving the WTGA in any other capacity and receiving compensation therefore. No loans shall be made by the Association to any Director. Directors may be reimbursed, as may any other member, for expenses incurred on behalf of WTGA. Any reimbursement shall be by the resolution of the Board.
7. Removal.
 - a. During Probationary Period. Any Director who has served on the Board for less than six months may be removed from the Board by a vote of three-fifths of the Directors who have held office for more than six months at any regular meeting or at a special meeting properly called for that purpose.
 - b. For Failure to Participate. Any Director who shall fail to participate in the Association's management, may be removed by a three-fifths majority vote of the Directors present at any regular meeting or at a special meeting properly called for that purpose. For purposes of this section, failure to participate shall be defined as failure to attend three consecutive Board Meetings.
8. Vacancies. Any vacancy on the Board shall be filled by the majority vote of remaining members of the Board and the person named to fill the vacancy shall serve until the next annual meeting, except that
9. Indemnification. WTGA shall indemnify any Director against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been a Director, except in matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty.
10. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such actions may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

11. Participation by Proxy. Participation by proxy shall be allowed at Directors meetings. Proxy shall mean the written authorization of the grantor, granted to another Director, to vote on behalf of the grantor either on a specific proposal or on all proposals addressed at a particular meeting. No proxy shall be valid for more than one Board Meeting.

12. Board Meetings
 - a. Regular Meetings. The Board shall hold regular meetings to conduct the business of the Association. The President shall schedule meetings as necessary. A majority of the Directors serving on the Board shall constitute a quorum for the transaction of business. A Director may vote by proxy executed in writing. Regular meetings of the Board of Directors shall be held with proper notice, not less frequently than four times in each calendar year.

 - b. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two (2) Directors, or upon written request of one-fourth of the members of the Association. Such meetings shall be held at the registered office of the Association or at such other place or places as the Directors may from time to time designate.

 - c. Notice. Notice of all Regular Meetings of the Board of Directors shall be given to each director by no less three (3) days prior service of the same in writing, or if consented to, electronically, and may be given orally during any Regular Meeting to those Directors present. Notice of all Special Meetings of the Board of Directors shall be given to each director by no less three (3) days prior service of the same in writing, or if consented to, electronically. Notice of Special Meetings must specify the business to be transacted or the purpose for which the Special Meeting is called.

 - d. Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all regular and Special Meetings to constitute a quorum for the transaction of business. A written or electronic proxy shall substitute for the physical presence of a board member for the purpose of establishing a quorum.

 - e. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or

after the time stated for the meeting, shall be equivalent to the giving of notice.

- f. Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward [removed "by Registered Mail"] such dissent to the Secretary of the Association, in writing, within 24 hours of the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

- g. Executive and Other Committees. The Board of Directors may appoint, from to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Association other than in the ordinary course of business; authorizing the voluntary dissolution of the Association or adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Article VI.
Dissolution

- 1. Dissolution of the Association. The Board of Directors may, by a vote of the majority of the full Board, adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution

be submitted to a vote at a meeting of the Members, which may be either an annual or special meeting.

2. Notice. The Notice for the meeting must state the purpose or one of the purposes of such meeting is to consider the advisability of dissolving the corporation and shall be given to each Member entitled to vote at such meeting.
3. Supermajority Required. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast.
4. Notice of Dissolution. Upon the adoption of such resolution by the Members, the corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up. The Board of Directors shall immediately cause a Notice of Dissolution to be mailed to each known creditor of the corporation, to the Attorney General, and the Department of Revenue.
5. Plan of Distribution. In the event of the dissolution of the Association, the Board shall prepare a Plan of Distribution, which shall be consistent with the law and with the Articles of Incorporation. The Plan of Distribution shall be adopted at a meeting of the Board of Directors by the vote of the majority of the Directors in office. The Plan of Distribution shall endeavor to transfer any assets of the Association with the provision that such assets are to be used for the development of trails/open space within Thurston County.

Article VII.

Officers

1. Officers. The officers of WTGA shall consist of the President, Vice President, Secretary and Treasurer. All members of the Association shall be eligible to serve as officers of the Association. The officers shall be elected by the Board of Directors and shall hold office for a period of one (1) year, or until successors shall have been duly elected. Any two (2) or more officer positions may be held by the same person except the offices of President and Secretary. Directors may serve as Officers.
2. President. The President shall preside at all meetings of the officers of the Association and shall be, exofficio, a member of all committees.
3. Vice President. The Vice President shall act for and on behalf of the President in his or her absence and shall perform such other acts and such other duties as the President may direct. The Vice President shall assume the duties of

President in the event the President resigns, retires, dies or is otherwise unable or unwilling to discharge the duties of his or her office.

4. Secretary. The Secretary shall keep all records of the Directors and WTGA's general records; shall maintain the membership role, shall send appropriate notices, including notices of meetings and prepare agendas for all meetings of the Association; shall act as custodian of all records and reports; and shall be responsible for the keeping and reporting of adequate records of all meetings of the Association, and shall perform such other duties as are incident to or may be required of the office by the Directors.
5. Treasurer. The Treasurer shall receive and be accountable for all funds belonging to WTGA, pay all obligations incurred by WTGA when payment is authorized by the Directors and shall ensure that a true and accurate accounting of all financial transactions of the Association is made and that reports of such transactions are presented to the Board of Directors.
6. Executive Directors. The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the Association pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the Association, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.
7. Delegation. If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.
8. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board. The person so elected shall serve until the end of the term of the member removed.
9. Removal of Officers. Any Officer shall be subject to removal by a majority vote of the Directors.

Article VIII. **Committees**

1. Formation. The Board of Directors may from time to time create certain committees. The Board of Directors shall authorize, define and terminate the

powers and existence of all such Committees, and shall select the Presiding Officer of each committee.

2. Committee Membership. Committee Membership shall consist of one (1) or more chair (who shall be the Presiding Officer of such Committee), and any Members in good standing who shall be selected by the Presiding Officer. A Director shall be a member of each committee of the Association.
3. Entry into Contracts. No Committee or any Member thereof shall enter into any contract, incur any debt, or engage in any transaction on behalf of the Association without authority of the Directors.
4. Quorum. At Committee meetings, a majority of the Committee Membership shall constitute a quorum.
5. Vacancies. Vacancies in the Chair of any Committee may be filled by appointment made in the same manner as provided in the case of original appointments.

Article IX. **Membership**

1. Qualifications and Establishment of Membership. Any person, Association, partnership, service club or other entity may qualify for membership in the Association by paying annual dues, and by submitting to the secretary the representative's name, address, and at least one of the following: telephone number or Email address.
2. Dues. The amount of dues shall be determined each year by the Board. The Board may determine that Members may contribute a certain number of hours of volunteer work in lieu of paying dues.
3. Voting Rights. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. A member may vote by written proxy. Unless specified otherwise in these Bylaws, any decision requiring a vote of the Membership shall be decided by a simple majority.
4. Termination of Membership. Membership will terminate automatically for non-payment of annual dues or by member request to the Treasurer for removal from membership roll.

Article X.
Member Meetings

1. Annual Meeting. The annual meeting of the Association shall be held in March or April of each year. The Secretary shall provide at least thirty 30 days prior written notice of the date, time and place of said meeting to each member of record.
2. Special Meetings. Special Meetings of the Association's members may be scheduled by the Board. The Secretary shall call a special meeting of the Members upon a written request (specifying the purpose of the meeting) of one-fourth of the Association Members in good standing. The Board shall provide at least ten 10 days prior written notice of the date, time and place of said meeting to each member of record in writing or electronically to Members who have consented to same.
3. Majority Vote. A majority vote of the Members in good standing and entitled to vote at a Regular Members Meeting shall at minimum, be necessary for any action.
4. Participation by Proxy. Participation by proxy shall be allowed at Member Meetings.

Article XI
Notice and Voting by Electronic Transmission

1. Definitions. For purposes of this Article, the following definitions shall apply:

"Electronic Transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and a recipient.

"Record" means information inscribed in a tangible medium or contained in an electronic transmission.

"Executed" shall mean: transmitted along with sufficient information to determine the sender's identity.
2. Consent to Notice by Electronic Transmission. In order to reduce costs and benefit from the other efficiencies of the internet, e-mail and facsimile transmission, each Member and Director shall be requested to consent to

receive Notices by Electronic Transmission, and to provide the Secretary with an e-mail, and/or fax number, at which the Member or Director consents to accept Notices by Electronic Transmission. Said consent shall be in substantially the form attached hereto as exhibit "A."

3. Use of Electronic Network. Notice to Members or Directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the Member or Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
4. When Effective. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or, (b) has been posted on an electronic network and a separate written notice of the posting has been delivered to the recipient together with comprehensible instruction regarding how to obtain access to the posting on the electronic network.
5. Revocation of Consent. A Member or Director who has consented to receipt of electronically transmitted notices may revoke the consent by notice in writing to the Secretary. The consent is revoked if WTGA is unable to electronically transmit two (2) consecutive notices given by the corporation in accordance with the consent and this inability becomes known to the Secretary of WTGA or other person responsible for giving the notice. The inadvertent failure by WTGA to treat this inability as a revocation does not invalidate a meeting or any other action.
6. Responsibility for Keeping Information Current. The provisions of the previous subsection, notwithstanding, it shall be the responsibility of the Members and Directors who consent to Notice by Electronic Transmission to keep current with the Secretary of WTGA, the information they have provided regarding the address, location, or system at which he or she will receive electronically transmitted notices under this section.
7. Voting by Electronic Transmission. Elections required by these Bylaws, as well as other matters the Board of Directors determines to put to the vote of the Members, may be conducted by in whole or in part by electronic transmission. The Association shall designate an address, location, or system to which ballots may be electronically transmitted. Ballots submitted by electronic transmission must be transmitted to the address, location, or system, in an executed electronically transmitted record. Members voting by mail or by

electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Article XII. **Administration**

1. Contracts. The Board may, by resolution, authorize any Officer, agent or agents, to enter into any contract or grant or execute and deliver any instrument (including the sale or receipt of property) in the name of and on behalf of the Association, following a review of the Association's ability to successfully satisfy its duties and responsibilities under the contract.
2. Loans. No loans may be contracted on behalf of the Association and no evidence of indebtedness may be issued in its name unless authorized by a written resolution of the Board.
3. Checks, Drafts, etc. All checks, drafts, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agents or agents of the Association and in such manner as shall from time to time be determined by the Board.
4. Financial Review. The Treasurer shall prepare an annual synopsis of the financial records of the Association. A single page financial statement will suffice unless a more complete audit is requested by the Board by way of resolution.
5. Fiscal Year. The fiscal year of the Association shall be the calendar year.
6. Rules of Procedure. The rules of procedure at meetings of the membership and the Board shall be the rules contained in Robert's Rules of Order, newly revised, when needed or requested.
7. Amendment of Bylaws. These Bylaws may be amended or repealed by vote of three-fourths of the full Board of Directors at any properly called meeting of the Board of Directors.
8. Depositories. The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

9. Books and Records. The Association shall maintain and shall keep at the registered office, or at the Secretary's office, the following documents:
- a. Current Articles and Bylaws;
 - b. A list of members, including names and addresses;
 - c. Correct and adequate statements of accounts and finances;
 - d. A list of the officers' and directors' names and addresses;
 - e. Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board.

Article XIII
Miscellaneous

Severability. Any Article, Section or provision of these Bylaws, which if construed in the manner expressed herein, should be contrary to or inconsistent with any applicable provision of the law, shall be severed from the remainder of these Bylaws, and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

Adopted and approved on this ____ day of _____, 2006.

Signature:

Secretary

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