
BYLAWS

OF

THE JUAN DE FUCA SCENIC BYWAY ASSOCIATION

Effective: January 24, 2005

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**BYLAWS OF THE
JUAN DE FUCA SCENIC BYWAY ASSOCIATION**

**ARTICLE 1
MEMBERSHIP**

Section 1.1 Members. The membership of the corporation shall consist of individuals, domestic or foreign profit or nonprofit corporations, general or limited partnerships, associations or other entities whose background, experience or interests indicate that they will support the purposes, goals, policies and vision of the corporation. The board of directors may elect any such persons at any meeting thereof, without notice. Members, for notice and voting purposes, shall be limited to those whose current dues have been paid.

Section 1.2 Certificates of Membership. Certificates of membership in the corporation may be issued. If issued, they shall be numbered, and the respective members' names shall be entered in the membership register of the corporation as the certificates are issued. Certificates shall bear the member's name and shall be signed by the president or the secretary.

Section 1.3 Status of Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 1.4 Termination of Membership. Membership in the corporation may be terminated for any action by a member that is detrimental to the best interests of the corporation, including, but not limited to failure to pay annual dues, which failure shall continue for more than ninety (90) days or for failure to actively support corporate purposes, or to actively participate in corporate activities. Removal shall require the affirmative vote of three-fourths (3/4^{ths}) of the board of directors. In the event that any such termination is contemplated, the board of directors shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the board of directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and to be heard in his or her own defense.

**ARTICLE 2
MEETINGS OF MEMBERS**

Section 2.1 Annual Meetings. The annual meeting of the members for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the registered office of the corporation or at such place as the president or the board of directors may prescribe. The date of the annual meeting shall be determined by the board of directors on an annual basis.

Section 2.2 Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the board of directors, at such time and place as the president or the board of directors may prescribe. Special meetings of the members may also be called by members having at least one-fifth (1/5th) of the votes entitled to be cast at such a meeting. Upon request by such members, it shall be the duty of

the secretary to call such a special meeting of the membership at such time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying the time and place of the meeting.

Section 2.3 Notice of Meetings. Notice in the form of a record (as defined in this Section 2.3), in a tangible medium, or in an electronic transmission, stating the place, day and hour of the annual meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. Notice of regular meetings other than annual, if any, shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by these Bylaws. For purposes of these Bylaws, “record” means information inscribed on a tangible medium or contained in an electronic transmission. “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 recipient.

If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

Notice to members in an electronic transmission is effective only with respect to members that have consented to receive electronically transmitted notices as set forth in ARTICLE 6. Notice provided in an electronic transmission to a member who has consented to such transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 2.4 Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. Members voting by proxy, mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Section 2.5 Voting. A member entitled to vote may vote in person at any meeting, or such member may vote by mail, electronic transmission (as defined in Section 2.3), or by proxy

in the form of a record (as defined in Section 2.3) executed by the member or a duly authorized attorney-in-fact. A proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote is cast.

Whenever proposals are to be voted upon by members, the vote may be taken by mail or by electronic transmission if the text of each proposal to be voted upon is set forth in a record accompanying or contained in the notice of meeting. A vote may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Electronically transmitted votes must be received at least three (3) days prior to the scheduled meeting and electronically transmitted votes may be overridden by attendance.

Section 2.6 Member Participation. Members have no voting privileges other than the election of the members of the board of directors and are not allowed to participate in the decision making process of the corporation, unless otherwise determined by the board of directors. Members may contact the board of directors via email or written comment or make comments at the annual meeting.

Section 2.7 Meetings Held by Telephone or Similar Communications Equipment. Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Powers and Qualifications. The affairs of the corporation shall be managed by the board of directors, who shall be elected from the membership of the corporation.

Section 3.2 Number and Term. The number of directors of the corporation shall be not less than five (5) and at most thirteen (13). The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Upon the first annual election of directors, which shall be conducted by the board of directors at their first annual meeting, 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 annual meeting shall be three (3) years. Directors may serve unlimited successive terms as elected by the membership.

Section 3.3 Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. 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.

Section 3.4 Nominating Committee. At least two months prior to the annual meeting and with the approval of the board, the board of directors shall appoint a Nominating Committee to serve for a term of one year. Seeking the advice of the members, the Nominating Committee shall propose candidates for directors to be voted on by the membership at its next annual meeting. It shall propose candidates for officers of the corporation to be voted on by the board of directors. The committee shall recommend candidates to the board to fill any vacancy that might occur during the year. This committee will also arrange for orientation of newly elected board members.

For each name proposed for membership on the board, the Nominating Committee shall provide a written document containing pertinent information supporting the individual's proposed membership to the board. A member of the Nominating Committee shall be present at appropriate board meetings to verbally support the proposed nomination.

Section 3.5 Election. After the first annual meeting of the board of directors, the member or members of one class of directors shall each be elected by a majority of the membership at each annual membership meeting from among the candidates proposed by the Nominating Committee, 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. Such votes may be taken by mail or by electronic transmission (as defined in Section 2.3) if the name of each candidate to be voted upon is set forth in a record accompanying or contained in the notice of meeting. The election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballots are electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

Section 3.6 Vacancies. The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. The board of directors shall consider the recommendations of the Nominating Committee, but shall not be required to fill any vacancy from among the recommendations. The director appointed or elected, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any director appointed by the board by reason of an increase in the size of the board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

ARTICLE 4 MEETINGS OF BOARD OF DIRECTORS

Section 4.1 Annual Meeting. The annual meeting of the board of directors shall be held immediately after the annual membership meeting or any membership meeting at which any class of members of the board of directors is elected. Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting. The annual meeting of the board of directors shall be open to the membership, but shall not be open to the public unless determined otherwise by the board of directors.

Section 4.2 Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary, or by fifty percent (50%) of the directors. Special meetings of the board of directors may be open to the membership and/or the public as determined by the board of directors.

Section 4.3 Notice of Meetings. No notice of the annual meeting of the board of directors shall be required unless the date, time or place is changed from the established date, time or place for the annual meeting. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the director or directors calling the meeting, by regular or express mail, electronic transmission, facsimile, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. If notice is provided to directors in an electronic transmission, it is effective only with respect to directors that have consented to receive electronically transmitted notices, as provided in ARTICLE 6. Notice provided in an electronic transmission to a director who has consented to such transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (b) has been posted on an electronic network and a separate record of the posting has been delivered (by mail, or by facsimile, or by electronic transmission pursuant to the recipient's consent) to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 4.4 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or

electronic transmission) files his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in the form of a record (as defined in Section 2.3). The right to dissent or abstain shall not apply to directors who voted in favor of such action. Directors may not vote by proxy. Other than by unanimous consent, as provided in ARTICLE 5, Directors may not vote by mail or electronic transmission.

Section 4.5 Meetings Held by Telephone or Similar Communications Equipment.

Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**ARTICLE 5
ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in the form of a record (as defined in Section 2.3), setting forth the action so taken, shall be executed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, “executed” means: (a) signed, with respect to a written record; or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

**ARTICLE 6
CONSENT TO RECEIVE ELECTRONIC TRANSMISSION**

Notice to members or directors in an electronic transmission is effective only if such individual has: (a) consented, in the form of a record (as defined above, in Section 2.3), to receive electronically transmitted notices under the Washington Nonprofit Corporation Act; and (b) designated in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering (by mail, facsimile, or electronic transmission) a revocation to the corporation in the form of a record. The consent of any member or director is revoked if the corporation 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 the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

ARTICLE 7 WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in the form of a record (as defined in Section 2.3) executed (as defined in ARTICLE 5) 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.

ARTICLE 8 OFFICERS

Section 8.1 Officers Enumerated. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors, each of whom shall be annually elected by the board of directors, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 8.2 The President. The president shall exercise the usual executive powers pertaining to the office of president. He/She shall preside at meetings of the board of directors and of the membership. He/She shall be present at committee meetings where action is to be taken as authorized by the board of directors.

Section 8.3 The Vice President. In the absence or disability of the president, the vice president shall act as president.

Section 8.4 The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board of directors and of the membership, to administer the membership register, to sign all certificates of membership when not signed by the president and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to certificates of membership and other proper documents.

Section 8.5 The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 8.6 Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

Section 8.7 Salaries. The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors. Directors who are also officers will not receive a salary or other compensation for their services in their capacity as a director, but may receive a salary in

their capacity as an officer and may be reimbursed for reasonable expenses incurred in fulfillment of their duties as approved by a majority of the board of directors.

Section 8.8 Removal. Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE 9 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 9.1 Annual Dues. The board of directors shall determine the annual membership dues for members of the corporation at the annual board of directors meeting. Annual membership dues shall be payable in advance to the treasurer of the corporation.

Section 9.2 Fiscal Year. The last day of the corporation's fiscal year shall be December 31st.

Section 9.3 Loans Prohibited. The corporation shall make no loans to any officer or to any director.

Section 9.4 Corporate Seal. The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

Section 9.5 Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents in the form of a record: current Articles of Incorporation and Bylaws; a list of members, including names, addresses and classes of membership, if any; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, and of the board, and any minutes which may be maintained by committees of the board. The corporate records shall be open at any reasonable time to inspection by any member of more than three (3) months' standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such member except for copies of Articles of Incorporation or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

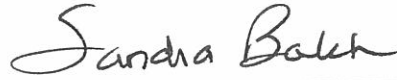
Section 9.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board.

Section 9.7 Rules of Procedure. The rules of procedure at meetings of the membership and of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

Section 9.8 Non-Discrimination. It is the policy of the corporation to comply with all applicable state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, national origin, age, sex or marital status.

CERTIFICATION

Sandra Balch, being Secretary of the Juan de Fuca Scenic Byway Association, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on January 24, 2005.



Sandra Balch
Secretary

CERTIFICATION

Sandra Balch, being Secretary of the Juan de Fuca Scenic Byway Association, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on January 24, 2005.

A handwritten signature in cursive script that reads "Sandra Balch". The signature is written in black ink and is positioned above a horizontal line.

Sandra Balch
Secretary