
BYLAWS

OF

THE JUAN DE FUCA SCENIC BYWAY ASSOCIATION

Effective: January 24, 2005

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**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