



# **BYLAWS of ForeverGreen Trails**

## **ARTICLE I Purpose & Office**

(1) Purpose. The purpose of the organization is to support the planning, development, use, and stewardship of trails and related active mode facilities for the public interest in Pierce County.

(2) Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent, who shall be selected by the Board of Directors, shall have a business office identical with such registered office.

## **ARTICLE II Membership**

(1) Membership. ForeverGreen Trails is a membership organization. Membership is initiated or renewed by making proper payment of membership fees.

(2) Membership Duration. Members can join at any time throughout the year. A membership lasts one full year from date of payment.

(3) Membership Types & Representatives. Initial membership types are: Jurisdictional, Nonprofit, Corporate/Business, and Individual. Membership types may be updated by the Board of Directors annually. Jurisdictional, Nonprofit, and Corporate/Business members shall each designate a person to represent them to ForeverGreen Trails. They may indicate an alternate person to represent them as well and may recall or replace either representative at any time.

(4) Membership Rights. All membership types confer the right of one vote and the ability to serve on the Board of Directors. These rights cease when the membership expires. No person may hold more than one membership for purposes of these rights.

(5) Membership Benefits and Fees. Memberships may have additional benefits beyond the rights listed above. These benefits and their respective fees are developed and updated by the Board of Directors.

(6) Member Meetings. Member meetings shall be open to all, however, only those with current memberships shall have voting privileges. The Annual Meeting shall be held on a time, date and at a place set by the president and at least ten (10) days written notice thereof shall be given to the members through electronic message. Notice shall be deemed to have been given on the date an electronic message is sent and the announcement is posted on the organization's website. Additional member meetings may be held throughout the year as determined by the Board of Directors.

### ARTICLE III Board of Directors

(1) Number and Term. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of eleven (11) directors. The Board of Directors shall include three (3) jurisdiction representatives, two (2) nonprofit representatives, and between six (6) at-large individual or business/agency members. The directors shall be elected by the Membership for a term of three (3) years and until their successors are elected.

(2) Term Limits. Directors shall be limited to two terms of service on the Board. Following this, one full year must elapse before that individual is again eligible to serve full terms on the Board of Directors.

(3) Vacancies. Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. Those appointed to the Board of Directors in this manner shall only serve until the next Annual Meeting of the membership. Service in such an appointed position does not count towards term limits for Directors.

(4) Removal of Directors. Any director may be removed, with or without cause, by a two-thirds (2/3) majority vote of all the directors entitled to vote at a meeting of the Board of Directors called for such purpose. A board member's unexcused absence for three consecutive meetings may be cause for removal. Such removal does not change the individual's or representative's membership rights or benefits.

(5) Nepotism. No relative by blood or marriage of any paid employee or any member of the Board of Directors shall be employed at the staff level of the corporation and no paid employee or relative of a paid employee may serve on the Board of Directors of the corporation.

(6) Conflict of Interest. Any conflict between any business interest of a director and that of the corporation shall promptly be disclosed to the Board by the director according to the adopted Conflict of Interest policy. As ForeverGreen Trails exists for the benefit and promotion of trails and agencies who develop those trails, supporting public and private partners to achieve that end is an expected action of the Board.

(7) Regular Board Meetings. Regular Board meetings shall be held at least six times a year on a date, time and at a place set by the Board of Directors.

(8) Special Board Meetings. Special Board meetings may be called by the President, or upon written request by a majority of the Directors then serving in office.

(9) Notice of All Board Meetings. Notice of all Board Meetings shall be given to each Director at least three (3) business days prior to the date of the meeting by letter, fax, electronic message or personal delivery. Notice shall be deemed to have been given on the date a letter is deposited in the U.S. Mail, on the date an electronic message is sent, or on the date notice is personally delivered.

(10) Quorum. A quorum of the Board of Directors shall be a simple majority of the Directors currently in office. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless law or these Bylaws require the act of a greater number.

(11) Rules of Procedure. Roberts' Rules of Order, revised, (Small Board Rules section) shall govern all procedures used for the conduct of the business of the corporation.

(12) Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member 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.

(13) 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 his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

(14) Remuneration. Directors shall receive no regular compensation for their service but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation. No stated salary shall be paid to members of the Board of Directors for their service. Directors may receive benefits explicitly provided through membership.

(15) Loans. The corporation shall not loan money or credit to the members of its Board of Directors.

(16) Action of Board Members by Communications. Board Members may participate in a meeting of the Board 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.

(17) Proxy and Email Voting. Neither proxy nor email voting is allowed.

(18) Transitional Board. The Board of Directors at the time of adopting these Bylaws are appointed to a special term of service on a Transitional Board of Directors with the same Officers, however Officer election shall occur annually per these Bylaws. At the Annual Meeting in 2022, all board seats shall be up for election. Four of the Board seats in this election shall be for a shortened two-year term. The remaining board seats shall be for a normal three-year term. The Transitional Board shall nominate the Board to be elected at the Annual Meeting in 2022. This nomination process shall clearly communicate to the membership which candidates are standing for each length of term. The following exceptions are made for members of the Transitional Board of Directors:

(a) They shall have all the rights of membership without the requirement of having or representing a paid membership until April 1, 2022.

(b) The quotas and requirements for the membership types that comprise the Board of Directors shall be suspended.

(c) Service on the Transitional Board shall not count towards term limits.

## ARTICLE IV

### Officers

(1) The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. The office of President and Vice President shall first be open exclusively to Jurisdiction representatives. If Jurisdiction representatives do not fill either of both of those officer positions, then other Directors may fill those roles. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Directors of the corporation.

(2) The officers of the corporation shall be elected each year by the Board at the last meeting of the Board in a calendar year. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for one year or until their successor is elected.

(3) Officer vacancies may be filled by the affirmative vote of a majority of the directors. Those appointed in this manner shall hold office for the remainder of the year and have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

(4) Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(5) Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of two-thirds of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

(6) A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

(7) The President shall be the chief officer of the corporation, and, subject to the Board's control, shall supervise all of the assets, employees, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

(8) In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

(9) The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

(10) The Treasurer shall be responsible for oversight of the funds and securities of the Foundation and ensure they are paid out only by paper check or by legally accepted electronic means in a manner authorized by the Board of Directors. The Treasurer shall ensure that moneys due and payable from any source are received and receipts given, and that all such moneys are deposited in the name of the corporation to such federally insured financial institution(s) as shall be selected by the Board of Directors. The Treasurer shall provide or cause to be provided to the Board regular financial statements. The Treasurer shall in general perform all the duties incident to the office of treasurer and such other duties as may be assigned by the President or by the Board of Directors.

(11) At the discretion of the Board of Directors an individual may be elected as the Secretary-Treasurer who shall have the combined duties described in Sections 4.8 and 4.9.

(12) The officers shall receive no regular compensation for their service but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

## ARTICLE V

### Executive Director

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall serve as an ex-officio, non-voting, member of the Board and Executive Committee. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board. The Board of Directors, with input from the Executive Director, shall set the job description, responsibilities, workplan and performance standards for the Executive Director.

## ARTICLE VI

### Depositories

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies, as the Board of Directors shall designate. Moneys shall be drawn out 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 and in keeping with the pertinent limitations on the use of such moneys.

ARTICLE VII  
Limitation on Liability of Directors

The liability of the directors of the corporation shall be limited in accordance with the provisions contained in the Articles of Incorporation.

ARTICLE VIII  
Indemnification of Officers, Directors, Employees and Agents

(1) Definitions: As used in this Article:

(a) “Action” means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) “Another Enterprise” means a corporation (other than the Corporation), partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity.

(c) “Corporation” means and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger.

(d) “Director or Officer” means each person who is serving or who has served as trustee, director or officer of the Corporation or, at the request of the Corporation, as a trustee, director, officer, employee, partner or agent of Another Enterprise.

(e) “Indemnatee” means each person who was, is or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a trustee or officer of the Corporation.

(f) “Loss” means loss, liability, expenses (including attorneys’ fees), judgment, fines, ERISA excise taxes or penalties and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnatee in connection with an Action.

(2) Right to Indemnification: The Corporation shall indemnify and hold each Indemnatee harmless against any and all Loss except for Losses arising out of: the Indemnatee’s acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or any transaction in which it is finally adjudged that the Indemnatee personally received a benefit in money, property or services to which the Indemnatee was not legally entitled. Except as provided in Section (4) of this Article, the Corporation shall not indemnify an Indemnatee in connection with an Action (or part thereof) initiated by the Indemnatee unless such Action (or part thereof) was authorized by the Board of Directors of the Corporation. If, after the effective date of this Article, The Washington Nonprofit Corporation Act is amended to authorize further indemnification of directors and officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

(3) Burden of Proof and Procedure for Payment:

(a) The Indemnatee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (b) below has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the Indemnatee is so entitled.

(b) The right to indemnification conferred in this Article shall include the right to be paid by the Corporation all expenses (including attorneys' fees) incurred in defending any Action in advance of its final disposition; provided, however, that the Action shall be made upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such trustee or officer is not entitled to be indemnified under this Article or otherwise.

(4) Right of Indemnatee to Bring Suit. If a claim under this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnatee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the Indemnatee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the Indemnatee is not so entitled.

(5) Non-exclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

(6) Insurance, Contracts and Funding: The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or Another Enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further corporate action, enter into contracts with any Trustee or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(7) Indemnification of Employees and Agents of the Corporation: The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

(8) Contract Right: Rights of indemnification under this Article shall continue as to an Indemnatee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied in

determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

(9) Severability: If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

## ARTICLE IX Committees

(1) General: The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law, except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

(2) Executive Committee: The Corporation shall have a standing Executive Committee that may act on behalf of the full board between board meetings or in urgent circumstances. The officers of the Board of Directors shall serve as the voting members of the Executive Committee. The Board may provide additional powers to the Executive Committee. Written records of the Executive Committee meetings shall be kept and presented to the Board of Directors at its next meeting. The powers of the Executive Committee shall be reviewed annually by the Board of Directors.

## ARTICLE X Fiscal Year

The fiscal year of the corporation shall be the calendar year.

## ARTICLE XI Seal

The corporation shall have no seal.



ARTICLE XII  
Books and Records

- (1) The corporation shall keep at its registered office, its principal office in this state, and at its Secretary's office if in this state, the following:
- (a) Current Articles and Bylaws;
  - (b) Correct and adequate records of accounts and finances;
  - (c) A record of officers' and directors' names and addresses; and
  - (d) Minutes of the proceedings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors.
- (2) Such records may be written, or electronic, or online if access is provided for the Secretary.

ARTICLE XIII  
Amendments

Only the Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation and such action shall require a three-fifths (3/5) majority vote of all of the directors then holding office. Copies of any proposed changes to the Bylaws shall be delivered to members of the Board of Directors by letter, fax, electronic message or personal delivery at least fifteen (15) days prior to any meeting at which the proposed changes are to be voted on.

ADOPTED: May 26, 2005

AMENDED: April 14, 2010

AMENDED: January 11, 2017

AMENDED: July 14, 2021