

BYLAWS
OF
FEEET FIRST
ARTICLE 1 -- OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the organization is located in King County, State of Washington.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the organization's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

ARTICLE 2 -- NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This organization is established exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. MISSION

Feet First is an advocacy organization promoting walkable communities and the rights and interests of pedestrians and is an educational organization with programming that encourages walking.

SECTION 3. SPECIFIC OBJECTIVES AND PURPOSES

Specifically, the organization will pursue its mission by:

- (a) Educating the public about the numerous benefits of walking;

- (b) Working with communities to identify barriers to pedestrian activity and develop measures to overcome the barriers, including promoting safety measures;
- (c) Working collaboratively with other city, state, and national organizations and institutions to promote pedestrian issues, develop pedestrian design standards and support funding for pedestrian infrastructure;
- (d) Working with schools and students to increase neighborhood walkability and working with Federal, state, county, and cities and other organizations to determine safe routes and to promote safe routes to school;
- (e) Providing the public with referrals regarding pedestrian issues including the distribution of neighborhood walking maps;
- (f) Sponsoring conferences, meetings, workshops, and neighborhood walks aimed at increasing understanding of pedestrian issues;
- (g) Sponsoring and performing research on pedestrian accessibility and community livability;
- (h) Commenting on proposed plans, projects, and legislation which impact pedestrian accessibility and safety;
- (i) Developing and maintaining a pedestrian resource library;
- (j) Educating the public regarding the issues and obstacles that pedestrians face;
- (k) Promoting the development of pedestrian facilities through infrastructure improvements and pedestrian-friendly urban design; and,
- (l) Engaging in any other lawful activity for the furtherance of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, as hereafter may be authorized from time to time by the Board of Directors; provided, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

ARTICLE 3 -- DIRECTORS

SECTION 1. NUMBER

The organization shall have a board consisting of not less than five directors nor more than twenty-one directors and collectively they shall be known as the Board of Directors. The initial number of directors shall be the number of directors named in the articles of incorporation; thereafter the number of directors can be fixed by vote of the Board of Directors; provided, however, that the number of directors may be increased at any time by vote of a majority of the directors then in office, up to the maximum number of twenty-one.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state.

SECTION 3. NOMINATIONS

The Board of Directors shall appoint a nominating committee consisting of no less than two directors. The nominating committee shall nominate individuals for director positions as appropriate with no restrictions except the total number of directors shall not exceed twenty-one. Nominated individuals become directors upon a majority vote of the existing Board of Directors membership.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of this organization shall be conducted and all organizational powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- (c) Supervise all officers and agents of the organization and oversee the officers' supervision of employees of the organization to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the organization, and notices of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

Each director shall hold office until their resignation, death, or removal with or without cause.

SECTION 7. COMPENSATION

Directors shall serve without compensation for their duties as directors except that otherwise authorized by a two-thirds vote of the total Board of Directors.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the organization unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held each month at the time and date of the Board's choosing.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of the organization or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Meetings. Regular Board meetings will be scheduled in accordance with the concurrence of the full Board of Directors. Subsequent to the establishment of a regular meeting schedule, it will be the responsibility of each Board Member to attend such meetings.
- (b) Emergency Meetings. An Emergency Meeting can be held on 24 hours notice. Notice of emergency meetings shall be letter or memo, e-mail, phone or in person or by any other means to all Board members and any persons who have requested such notice. The notice shall specify the time and place of the meeting and the business to be transacted or discussed; no other business shall be considered at these meetings.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors then in office.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

- (a) Action by Consent or Telecommunications. Any action required or permitted to be taken at any meeting of the directors or of the organization may be taken without a meeting if a quorum of the directors consent to the action in writing (electronic or otherwise) and the written consents are filed with the records of the meetings of the corporation. Such consents shall be treated for all purposes as a vote at the meeting. Any action required or permitted to be taken at any meeting of the directors or of the organization may be taken by means of a conference telephone meeting or by means of an electronic discussion and vote tally.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

- (a) Proxies. Every director entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the director and no proxy shall be valid unless it is dated not more than six (6) months before the meeting named therein. Every proxy shall be revocable at the pleasure of the director executing it, except as otherwise provided by law.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the organization or, in his or her absence, by the Vice-President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors falls below five.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state that the organization is dissolving.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state by a majority vote of the remaining Directors.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies and new positions, up to twenty one members, on the board may be filled by approval of the Board of Directors as described in Article 4, Section 3, below.

SECTION 16. NON LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

SECTION 17. INDEMNIFICATION BY ORGANIZATION OF DIRECTORS AND OFFICERS

Each Director and officer now or hereafter serving the organization and each person who at the request of or on behalf of the organization is now serving or hereafter serves as a trustee, director,

advisor, or officer of any other organization, whether for profit or not for profit, and his or her respective heirs, executors, and personal representatives, shall be indemnified by the organization against expenses actually and necessarily incurred by him or her in conjunction with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such trustee, director, or officer to the fullest extent permitted by law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 -- OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. The organization may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person of the age of majority in this state may serve as officer of this corporation.

SECTION 3. NOMINATIONS

The Board of Directors shall appoint a nominating committee consisting of no less than two directors. The nominating committee shall nominate individuals for officer positions as appropriate with no restrictions except no officer may hold office for more than two consecutive terms. Directors may self nominate for any position.

SECTION 4. ELECTION AND TERM OF OFFICE

Officers shall be elected at the Annual Meeting of the Board of Directors, held in October, and shall hold office for a one-year period. There is a two term limit on officer positions. A director may be nominated to serve a second term, and if elected, will continue to serve in that position for an additional year. Following a two-year duty as an officer, a director must step down from that position. That same director can be nominated, and if elected, serve in another officer position up to the limit of two one-year terms.

SECTION 5. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by an affirmative vote of two-thirds majority of the Board of Directors, at any time. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

SECTION 6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

SECTION 7. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if this organization has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 8. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called,

how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the organization.

Keep at the principal office of the organization a membership database containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership database together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership database, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the organization. In the absence of any specific resolution for compensation, the Officers and other members of the Board of Directors are expected to perform their duties pro bono.

ARTICLE 5 -- COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board-elected officers of Feet First constitute the Executive Committee - the President, Vice President, Secretary and Treasurer. The Board of Directors may delegate to the Executive Committee the powers and authority of the Board in the management of the business and affairs of the organization, to the extent permitted, and except as may otherwise be provided, by provisions of law. In particular, the Executive Committee meets, considers and acts on matters pertaining to staff and the Executive Director.

The Executive Committee shall provide notice of its meetings to the Board and keep regular minutes of its proceedings, cause them to be filed with the organization's records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. Committee membership and chairs shall be determined by the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 -- MEMBERSHIP

SECTION 1. PAYING MEMBERS

Feet First converted to a membership model in May 2010. In addition, the Board of Directors may also establish various membership categories including annual membership fees.

SECTION 2 RIGHTS

Dues-paying members have certain privileges with respect to the Feet First web services such as member blogs, member walk postings, member sections, and other member-only capabilities, as well as organization-sponsored events.

ARTICLE 7 -- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer or the President of the organization. Expenses of greater than five hundred dollars (\$500.00) shall be approved by two officers or by majority vote of the Board of Directors, except for expenses that are part of the obligations of a contract or part of the annual budget of the organization that has been approved by the Board of Directors.

SECTION 3. DEPOSITS

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 8 -- CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The organization shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization and shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 -- IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10 -- AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed, or new Bylaws adopted at any meeting of the Board if at least two weeks notice has been given of the intention to take such action at the meeting. A two-thirds majority of those present and voting shall be necessary to amend the Bylaws.

ARTICLE 11 -- CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the present directors of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 12 preceding pages, as the Bylaws of this organization.

Dated: 20 October 2010 _____

John Stewart, *President*

Jim Davis, *Vice President*

Chas Redmond, *Secretary*

Malia Langworthy, *Treasurer*

Kate Libershteyn, *Director*

Candida Lorenzana, *Director*

Dave Ramsay, *Director*

Jack Whisner, *Director*

Holly Zipp, *Director*