

**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS**

OF

THE WASHINGTON STATE BICYCLE ASSOCIATION

THIS FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS (the "Amendment") of The Washington State Bicycle Association, a Washington non-profit corporation (the "Corporation"), hereby amends the Corporation's Amended and Restated Bylaws (the "Bylaws"), and is in addition to, and does not replace, the Bylaws of the Corporation, except as otherwise provided herein.

1. Amendments to Bylaws.

A. Article I, Name and Purpose, is hereby amended to read as follows:

The name of this corporation shall be as provided in its Articles of Incorporation. The purposes of the corporation shall be to promote the sport of bicycle racing, to develop national competitions and to coordinate club activities to insure a season of scheduled sanctioned bicycle races as the USA Cycling local association for the state of Washington and North Idaho, to promote and support other bicycle racing events in the state of Washington and North Idaho, and such other purposes as may be consistent with its qualification under Section 501(c) (3) of the Internal Revenue Code of 1986, as may be amended from time to time.

B. Article II, Section 2.1 a. and b. are hereby amended in their entirety to read as follows:

a. Club Members. Any USA Cycling ("USAC") member club operating and maintaining its primary operations in the state of Washington or North Idaho, or operating in such other jurisdictions as determined by the Board of Directors (also referred to herein as the "Board") from time to time, may become a Club Member of the corporation. For purposes of these Bylaws, "North Idaho" means Benewah, Bonner, Boundary, Clearwater, Kootenai, Latah, Lewis, Nez Perce, and Shoshone counties in the state of Idaho.

b. Individual Members. The corporation shall have two types of individual members:

(i) any Washington or North Idaho resident with a current USAC license; and

(ii) other individuals who are not Washington or North Idaho residents or are without a valid USAC license may become "supporting members" of the corporation in accordance with such rules as the Board of

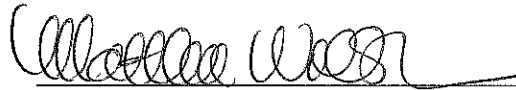
Directors may adopt. In the absence of such rules, there will be no supporting members.

C. The first two sentences of Article III, Section 3.3, Composition of Board, are hereby amended in their entirety to read as follows:

The Board of Directors shall include (a) at least two Board members who reside in the State of Washington east of the crest of the Cascade Mountain range which may include a member who resides in North Idaho, (b) at least one director or other official of a junior development team, and (c) at least one USA Cycling official. A reasonable effort shall be made to elect directors with residences geographically dispersed throughout the state of Washington and North Idaho.

2. **Effect of Amendment.** This Amendment shall modify, but not supersede the Bylaws of the Corporation. Except as specifically stated in this Amendment, each and every term, covenant and condition of the Bylaws shall remain in effect as if this Amendment did not exist, and shall govern the modified terms contained in this Amendment.

Adopted by resolution of the Corporation's Club Council on the 8th day of December, 2012.



Martha Walsh, Secretary

WASHINGTON STATE BICYCLE ASSOCIATION

Annual Meeting of the Corporation
REI Flagship Store, Seattle
December 8, 2012

MINUTES

President Joe Holmes called the meeting to order at 2:15 pm.

Erik Anderson and David James presented updates from the meeting of USA Cycling Local Associations in Colorado Springs in November, including information about membership, rules, fees, results/rankings, and new riders.

Tricia Lawrence, WSBA treasurer, reported on expenditures in 2012, with the bulk of expenses related to equipment and grants to support riders, particularly juniors. Expenditures in 2012 were \$61,686; revenues were \$63,465; the cash balance of the association is \$28,535.

Gina Kavesh described the WSBA's opportunity to explore a road category 5 for women and efforts to work with local teams supporting women's development teams to implement this category on a limited basis in 2013. One of the leading regions for women's racing in the country, the WSBA is one of two regions experimenting with this new category.

Marla Emde described the years-long initiative to annex USA Cycling members in North Idaho into the WSBA. A proposed amendment to the bylaws (attached) to accomplish this was approved unanimously by a vote of the membership with one revision: all references in the draft to "Northern Idaho" should be changed to "North Idaho."

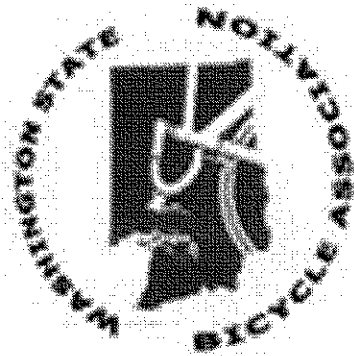
The following members were elected to serve on the WSBA Board of Directors:

USAC Officials Director: Al Cronin (one-year term)
Track Director: Annette Williams (one-year term)
Northwest Region Director: Duke Andersen (three-year term)
West Region Director: Martha Walsh (three-year term)

Ted Chauvin highlighted the BARR competition, success of the structure in 2012, and races in the series for senior and masters riders. Prizes for 2012 BARR winners were distributed at the close of the meeting.

Tony Ogden led the race calendar planning portion of the meeting.

The meeting was adjourned at 4:30 pm.



Propose Amendment - WSBA Bylaws

December 8, 2012

Article I, Name and Purpose

Proposed Language

The name of this corporation shall be as provided in its Articles of Incorporation. The purposes of the corporation shall be to promote the sport of bicycle racing, to develop national competitions and to coordinate club activities to insure a season of scheduled bicycle races as the USA Cycling local association for the state of Washington and North~~em~~ Idaho, to promote and support other bicycle racing events in the state of Washington and North~~em~~ Idaho, and such other purposes as may be consistent with its qualification under Section 501(c) (3) of the Internal Revenue Code of 1986, as may be amended from time to time.

Current Language

The name of this corporation shall be as provided in its Articles of Incorporation. The purposes of the corporation shall be to promote the sport of bicycle racing, to develop national competitions and to coordinate club activities to insure a season of scheduled sanctioned bicycle races as the USA Cycling local association for the state of Washington, to promote and support their bicycle racing events in the state of Washington, and such other purposes as may be consistent with its qualification under Section 501(c) (3) of the Internal Revenue Code of 1986, as may be amended from time to time.

Article II, Section 2.1 a. Club Membres

Proposed Language

Any USA Cycling ("USAC") member club operating and maintaining its primary operations in the state of Washington or ~~North~~ Idaho, or operating in such other jurisdictions as determined by the Board of Directors (also referred to herein as the "Board") from time to time, may become a Club Member of the corporation. For purposes of these Bylaws, "~~North~~ Idaho" means Benewah, Bonner, Boundary, Clearwater, Kootenai, Latah, Lewis, Nez Perce, and Shoshone counties in the state of Idaho.

Current Language

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Article II, Section b. Individual Members

Proposed Language

The corporation shall have two types of individual members:

- (i) any Washington or Northern Idaho resident with a current USAC license; and
- (ii) other individuals who are not Washington or Northern Idaho residents or are without a valid USAC license may become “supporting members” of the corporation in accordance with such rules as the Board of Directors may adopt. In the absence of such rules, there will be no supporting members

Current Language

Individual Members. The corporation shall have two types of individual members:

- (i) any Washington resident with a current USAC license; and
- (ii) other individuals who are not Washington residents or are without a valid USAC license may become “supporting members” of the corporation in accordance with such rules as the Board of Directors may adopt. In the absence of such rules, there will be no supporting members.

Article III, Section 3.3, Composition of Board (First 2 Sentences)

Proposed Language

The Board of Directors shall include (a) at least two Board members who reside in the State of Washington east of the crest of the Cascade Mountain range which may include a member who resides in Northern Idaho, (b) at least one director or other official of a junior development team, and (c) at least one USA Cycling official. A reasonable effort shall be made to elect directors with residences geographically dispersed throughout the state of Washington and Northern Idaho.

Current Language

The Board of Directors shall include (a) at least one Board member who resides in the State of Washington east of the crest of the Cascade Mountain range, (b) at least one director or other official of a junior development team, and (c) at least one USA Cycling official. A reasonable effort shall be made to elect directors with residences geographically dispersed throughout the state of Washington.