SECOND AMENDMENT TO

AMENDED AND RESTATED BYLAWS

OF

THE WASHINGTON STATE BICYCLE ASSOCIATION

THIS SECOND 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, North Idaho, and portions of Oregon outside the Southwest Idaho Cycling Association ("SWICA"), to promote and support other bicycle racing events in the state of Washington, North Idaho, and Oregon, 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, Oregon or North Idaho, as defined below, 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.

For the purposes of these Bylaws, "Oregon" means all of the state of Oregon, excluding those areas defined by zip codes 97800 through 97999 served by the Southwest Idaho Cycling Association, until one of the following events occur, at which time USAC clubs in Oregon will no longer be defined as "Club Members" of WSBA for the purposes of these bylaws:

- Oregon has 75 or more registered USAC clubs, or
- USAC clubs in Oregon form a separate entity designed to undertake the role of USAC local association in Oregon, whether via the Oregon Bicycle Racing Assocation ("OBRA") or another new or existing entity.

b. <u>Individual Members</u>. The corporation shall have two types of individual members:

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

(ii) other individuals who are not Washington, North Idaho, or Oregon 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 Board Member from Oregon, (c) at least one director or other official of a junior development team, and (d) at least one USA Cycling official. A reasonable effort shall be made to elect directors with residences geographically dispersed throughout the state of Washington, North Idaho, and Oregon.

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 _____th day of _____, 2015.

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Martha Walsh, Secretary