

**AMENDED AND RESTATED
BYLAWS
OF
THE WASHINGTON STATE BICYCLE ASSOCIATION**

ARTICLE I

NAME AND PURPOSE

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 other 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

MEMBERS

2.1 Members. The corporation shall have the follow classes of members:

a. Club Members. Any USA Cycling (“USAC”) member club operating and maintaining its primary operations in the state of Washington, 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.

b. 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.

c. Associate Members. Any organization approved by the Board of Directors, including for profit entities interested in promoting their products and services to the bicycle racing community, may become an Associate Member of the corporation.

2.2 Registration. A party shall only be a member upon completing any required registration, and paying any amount of dues required for such class of Member. The form of registration, and the amount of dues shall be determined by the corporation’s Board of Directors on an annual basis prior to the start of the corporation’s fiscal year. The Board may allow for

automatic membership in the corporation upon appropriate affiliation with USAC, or on such other terms as the Board of Directors shall determine.

2.3 No Voting Rights. Except as specifically permitted herein, no member shall have a vote on any matter coming before the corporation.

2.4 Rights and Privileges of Members.

a. Club Members. Club Members shall have the right to (a) participate in any race scheduling meetings called by the Board of Directors, as described in Section 7.3 below; (b) submit race dates for the annual racing calendar; (c) use the corporation's race equipment kits (which may be subject to a fee for use and other rules as the Board or any committee of the corporation may determine); (d) promote its sanctioned and scheduled races to other members of the corporation; and (e) elect and remove directors as provided in Sections 3.5 and 3.6 below.

b. Individual Members. Individual members shall have the right to (a) serve as a director or officer of the corporation; (b) serve on one or more committees of the corporation; (c) apply for grants that the corporation may make, in the discretion of the board of directors or committee thereof, to attend sanctioned national championships and other events; (d) purchase and use the corporation's race numbers; (e) participate in sanctioned race events for which such member is otherwise eligible under the rules of USAC and this corporation; and (f) participate in other corporation events open to members; and (g) nominate members to serve as directors of the corporation as provided in Section 3.5 below.

c. Associate Members. Associate members shall only have those rights delineated by the Board of Directors, which may include the right to promote its products and services, or provide promotional items at corporation races and events.

2.5 Duties of Club Members.

a. Duties. Each Club Member shall (a) provide a representative to attend the annual race scheduling meeting described in Section 7.3 below; (b) promote at least one sanctioned race per season; (c) levy, collect, and transfer to the corporation any corporate surcharges or additional fees imposed on clubs or race participants in connection with race participation; (d) provide one or more prizes in connection with any race it promotes, as determined by the corporation's Board of Directors; (e) provide marshals or other officials for district championship and other events, as determined by the corporation's Board of Directors; and (f) follow and enforce any rules or regulations adopted by the Board of Directors.

b. Failure to Perform Duties. Club Members who fail to perform their duties shall be suspended from membership until completion of such duties. During such suspension, the Club shall be barred from participating in any corporation sanctioned races or other activities. If it is not possible for the member to perform the duty, the Board of Directors may specify, in its own discretion, any requirements for reinstatement.

2.6 Dues and Fees. Dues for all classes of members shall be set from time to time by the Board of Directors. Any change in dues shall not take effect until at least thirty (30) days

after approval, and shall be communicated to the members with any annual renewals or other membership application materials. No annual dues increase shall be applied during the current fiscal year to any member whose membership application and annual dues for that year have already been accepted by the corporation. All dues shall be payable on or before January 1 of the year, or at the option of the Board of Directors, such other date (which may be earlier or later). Any dues that are not paid by March 1 shall be deemed in arrears. Any Member not paying dues by April 1 of the fiscal year may be suspended from membership, and all rights and privileges thereof, until such dues are brought current, including any additional fees for delinquency as may be imposed by the Board. The Board shall also have authority to set fees to be charged to promoters of sanctioned races and other fees for use of the corporation's race equipment kits and other resources.

ARTICLE III

BOARD OF DIRECTORS

3.1. Responsibility. Except as otherwise provided by the Articles of Incorporation, by the Bylaws, or by law, the affairs of this corporation shall be managed by its Board of Directors. The Board of Directors shall be the body referred to as the "Executive Board" in the corporation's articles of incorporation.

3.2. Number. There shall be a Board of Directors consisting of no fewer than three (3), and no more than fifteen (15) directors. The number of directors may be increased or decreased at any time by vote of the Board of Directors, provided, however, that no decrease in the number of Board members shall have the effect of terminating early the term of any director. Each director shall be, when nominated and elected, a member in good standing of the corporation.

3.3. Composition of Board. 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. Upon any vacancy in the Board leaving it without a Board member meeting one or more of the criteria above, the Board shall make reasonable efforts to replace such Board member with a corporation member meeting such requirement. Notwithstanding the above, if the Board is unable to find a qualified member meeting such requirement it may still replace such director as provided in Section 3.5 or 3.7 below, and attempt again to elect a Board member with such qualifications at the next annual meeting of the Board of Directors.

3.4. Term of Office.

a. The directors of the corporation shall be elected at the annual meeting of the Club Council by the affirmative vote of a majority of Club Members then in attendance. Each director of the corporation shall serve a term of three (3) years, or such lesser period remaining in any term if replacing another director, and thereafter until his or her successor has

been elected and has qualified. A director's term shall end earlier upon such director's death, resignation, or removal.

b. At the first election of directors after approval of these Amended and Restated Bylaws, approximately one-third of the directors shall be elected to serve an initial term of one year, approximately one-third of the directors shall be elected to serve an initial term of two years, and approximately one-third of the directors shall be elected to serve an initial term of three years. Thereafter, directors filling expired terms shall be elected for terms of three (3) years, and the terms of the directors shall be staggered so that the terms of approximately one-third are expiring in any one year.

c. There shall be no limitation on the number of terms of office for which a director may serve.

3.5 Nomination and Election. At least sixty (60) days before the annual meeting of the Club Council, the President shall appoint a nominating committee of at least three (3) directors which shall submit its nominations to the Board in writing at least thirty (30) days prior to the annual meeting of directors. At least sixty (60) days before the annual meeting, the Board shall send notice to all members in good standing of the number of open Board positions, with contact information regarding the nominating committee so members may express interest in serving on the Board. The list of nominees shall be provided to the individual members and Club Members at least twenty (20) days prior to the annual meeting of the Club Council. Any (i) two (2) directors or (ii) ten (10) individual members, by written petition addressed to the Secretary of the corporation, shall be entitled to nominate other candidates for those director terms open for election, provided, however, that any such nominating petition shall be filed with the Secretary at least ten (10) days prior to the date of the annual meeting of the Club Council. The Nominating Committee shall make a good faith effort to nominate qualified candidates so as to include representatives of as many geographic regions within the state of Washington as possible. Nothing in the preceding sentence shall require the directors to include representatives of all such regions on the Board of Directors. New directors shall be elected by vote of the Club Members at its annual meeting.

3.6. Removal. A director may be removed from office, with or without cause, by vote of either (a) a majority of the directors in attendance at any regular, special or annual meeting of the board of directors or (b) a majority of the Club Members in attendance at any regular, special, or annual meeting of the Club Council. In the event any one or more of the directors may be so removed, new directors may be elected by the Board of Directors at the same meeting to fill the unexpired term or terms of the directors so removed. If such action is taken at a special meeting of the Board or Club Council, notice of such intention to act upon such matter shall have been given in the notice calling such meeting.

3.7. Vacancies. A vacancy on the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office, or for such term as determined by the Board for any new director position.

3.8 Compensation; Expense Reimbursement. Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of the corporation. No stated salary shall be paid to directors, as such for their services, but the directors may receive reasonable compensation, as voted by the Board of Directors, for administrative services provided to the corporation, including those duties undertaken by virtue of any office in the corporation they may hold. Any director may receive reimbursement for expenditures incurred on behalf of the corporation upon presentation of receipts or other satisfactory evidence of such expenditure, and in compliance with any reimbursement policy that may be set by the Board of Directors.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within the state of Washington as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principal office of the corporation.

4.2 Annual Meeting; Notice. An annual meeting of the Board of Directors shall be held in conjunction with the race scheduling meeting described in Section 7.3 below at the principal place of business of the corporation or such other place as the Board of Directors may determine on the first Saturday of November. Unless waived as provided in Section 4.8, notice of the time and place of such annual meeting shall be given by the Secretary, in accordance with Section 4.5 to all Board members no less than ten (10) days before such meeting. At the annual meeting of the corporation, the Board shall (a) review and attempt to approve an annual budget for the corporation, and (b) conduct such other business as may come before the meeting.

4.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time at such places as the Board of Directors may prescribe. Notwithstanding the above, the President shall hold a board meeting immediately after the race scheduling meeting described in Section 7.3 below and call at least one regular Board meeting during the second or third calendar quarter of the calendar year. Unless waived as provided in Section 4.8, notice of the time and place of such regular meeting shall be given by the secretary, in accordance with Section 4.5 to all Board members no less than ten (10) days nor more than thirty (30) days before such meeting.

4.4 Special Meeting; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) of the directors in office at that time. Unless waived as provided in Section 4.8, notice of the time and place and purpose of such special meeting shall be given by the Secretary, or other officer, in accordance with Section 4.5 to all Board members no less than forty-eight (48) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to approve the removal of a director.

4.5 Form of Meeting Notice. Notice of a time and place of any meeting shall be in writing and delivered personally, by telephone, by fax, or by e-mail to each director in advance as provided herein or sent to a director by first-class mail, charges prepaid, addressed to the director either at his or her address as it is shown on the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, to the place at which meetings of the directors are regularly held.

4.6 Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, except as required by law. The act of the majority of those present at any meeting at which a quorum is present shall be considered the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.7. Voting Rights. Each director shall be entitled to one vote on all matters before the Board of Directors. There shall be no voting by proxy.

4.8 Validation of Meeting. The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be valid as though authorized at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each director entitled to vote at the meeting signs a written waiver of notice. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, unless such director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

4.9 Presumption of Assent. A director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless (a) the director objects to the holding or transacting business at the beginning of the meeting or promptly upon the director's arrival; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the person acting as secretary of the meeting before its adjournment or by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.10. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under the provisions of the Washington Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, in the form of a record to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting, pursuant to the provisions of the Washington Nonprofit Corporation Act. For purposes of these Bylaws, "record" means

information inscribed in writing, a copy of a writing, a facsimile, or a physical reproduction, each on paper or other tangible medium, or contained in an electronic transmission as defined in RCW 24.03.005(12).

4.11. Telephonic and Internet Meetings. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment, or by means of internet communication so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened.

ARTICLE V

OFFICERS

5.1. Officers. The officers of the corporation shall consist of a President, Secretary and Treasurer. The Board of Directors may select such other officers, including one or more vice presidents, as it shall deem advisable, each of whom shall hold office for a period of one (1) year, or until their successors are elected and qualified, unless otherwise determined by the Board of Directors. The officers shall have such power and duties as the Board of Directors may from time to time authorize. Any two offices may be held concurrently by the same person except for the offices of President and Secretary.

5.2. Election. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting, or at a regular meeting called for such purposes shortly after the annual meeting of the Board of Directors. Any officer may be removed by the Board if in their judgment the best interests of the corporation will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term at any meeting of the Board of Directors.

5.3. President. The President of this corporation shall be the principal executive officer of this corporation, subject to the control and direction of the Board of Directors and shall generally supervise and control the business and affairs of the corporation. When present the President shall preside at all meetings of the Board of Directors, the Executive Committee and the Club Council. The President shall have such powers and perform all duties incident to the office of President and such other duties as may be prescribed by resolution of the Board of Directors from time to time.

5.4. Secretary. The Secretary shall keep or cause to be kept a book of minutes of the proceedings of the Board of Directors, Executive Committee, and Club Council at the principal office or at such other place as the Board of Directors may order with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the directors' meetings, and the proceedings of such meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors from time to time. The

Secretary shall be the custodian of the corporate records of the corporation, shall keep a record of the names and addresses of all members, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors. The Board may assign any of the duties of the Secretary to an Assistant Secretary.

5.5. Treasurer. The Treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account for all funds and assets of the corporation, deposit and pay funds from banks and other depositories as selected pursuant to the provisions of these Bylaws and shall oversee any necessary tax compliance of the corporation. The Treasurer shall in general perform all duties incident to the office of treasurer and shall have such powers and perform such duties as may be prescribed by the President or the Board of Directors from time to time. The Board may assign any of the duties of the Treasurer to an Assistant Treasurer.

ARTICLE VI

BOARD AND MEMBER COMMITTEES

6.1 Board Committees. Committees, each consisting of three (3) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Such committees may be designated as permanent or special committees. It is intended that the Board of Directors have a Grants Committee, a Junior Development Committee, and such other committees as the Board of Directors shall see fit. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no other power to act except as specifically conferred by the action of the Board of Directors or the Executive Committee, as the case may be. Upon completion of the task for which it is appointed, such special committee shall be discharged by order of the President. Any other committee may be dissolved at any time by vote of the Board of Directors.

a. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President.

b. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

c. Vacancies shall be filled in the same manner provided for original appointments.

d. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee or cease to qualify as a member thereof.

e. One member of each committee shall be appointed chairperson thereof.

f. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

g. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board of Directors. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6.2 Executive Committee. There shall be an Executive Committee of the Board of Directors whose membership shall consist of the elected officers of the corporation serving as said members of such committee during their term of office only. With the consent of the Board, the President may add additional member(s) and/or remove certain officer(s) from being on such committee, effective following at least five (5) days' notice to the Board. The Executive Committee shall have the power and authority entrusted in the Board of Directors to act upon any urgent or routine business until the next Board of Directors meeting; provided, however, the Executive Committee shall have no power to approve the sale, lease, or other encumbrance of corporation property; borrow funds or extend credit on behalf of the corporation, except to the extent necessary in an emergency to preserve the assets of the corporation; amend the corporation's Articles of Incorporation or these Bylaws; or such other actions as may be prohibited by RCW 24.03.115, as it may be amended. The Executive Committee shall meet at such time, or times, as the President shall determine, provided that each member of the Executive Committee shall be notified at least forty-eight (48) hours in advance of the time and place of each meeting. An Executive Committee member may participate in the meeting by phone and, in addition, the entire meeting may be held by phone, rather than in person. A quorum shall consist of three (3) members of the Executive Committee, whether in person or by phone. The President shall act as chairman at each meeting of the Executive Committee. The Executive Committee shall submit minutes of its meeting to the Board of Directors at the next meeting of the Board and shall submit minutes within five (5) days of a request by any member of the Board.

6.3 Member Committees. Committees, consisting of one (1) or more Individual Members of the corporation, without having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. The purpose of such committees shall be to undertake various volunteer positions necessary to the administration of the corporation's racing and other programs. Such committees shall exist by authority of the Board of Directors or Executive Committee and shall operate under such rules as may be established by the Board of Directors or Executive Committee. Such member committees may or may not have directors as members. The Board of Directors or the Executive Committee shall have the authority to add or remove members from such committees at any time, and to disband any such committee.

ARTICLE VII

CLUB COUNCIL

7.1 Membership. Each club that is a member in good standing of the corporation shall be a member of the Club Council. The Club Council shall meet at least once annually at a race scheduling meeting and to elect directors, and at such other times as meetings of the Club Council may be called, for purposes of providing advice and counsel to the Board of Directors, and for such other purposes permitted under these Bylaws. At any such meeting of the Club Council the Board of Directors shall report on the status of the current year's budget, any changes in fee structures proposed and other issues that the Directors may deem of interest to the Club Members.

7.2 Voting; Rules. Meetings of the Club Council shall be chaired by the President of the corporation, or in lieu thereof another member of the Executive Committee as determined by the Board of Directors. Each USA Cycling sanctioned club that is also a member of the corporation shall have a single vote at any Club Council meeting, and shall designate its president or other representative to vote at such Club Council meeting as provided in Section 7.7 below. The Club Council shall operate under such other rules as may be established by the Board of Directors.

7.3 Annual/Race Scheduling Meeting. A race scheduling meeting shall be called for the first Saturday of November, or such other time during the fourth calendar quarter of the year as the Board of Directors shall determine, to schedule races for the next calendar year. Unless otherwise designated by the President, such meeting shall also serve as the annual meeting of the Club Council. Club members shall be given at least fourteen (14) days notice of such meeting, Each club shall sponsor at least one race. Priority for scheduling shall be made in accordance with rules established by the Board of Directors in the event of dispute as to dates. The Club Council shall vote on a race schedule, which shall be a recommendation to the Board of Directors, which shall have final authority with regard to the scheduling of all races. Authority over all issues of race administration, including approval of routes and USA Cycling permits, shall be retained by the Board of Directors.

7.4 Special Meeting; Notice. Special meetings of the Club Council may be called by or at the request of the President, the Board of Directors, or the written request of fifteen percent (15%) of the Club Members filed with the Secretary of the corporation designating the time for such meeting, which shall be held at the principal place of business of the corporation or such other place as determined by the President. Unless waived as provided in Section 7.8, notice of the time and place and purpose of such special meeting shall be given by the Secretary, or other officer, in accordance with Section 7.5 to all Club Members no less than seven (7) days prior to any special meeting.

7.5 Form of Meeting Notice. Notice of a time and place of any meeting shall be in writing and delivered personally, by telephone, by fax, or by e-mail to each Club Member in advance as provided herein or sent to a Club Member by first-class mail, charges prepaid, addressed to the Club Member either at its address as it is shown on the records of the corporation.

7.6 Quorum. A majority of the Club Members shall constitute a quorum for the transaction of business at any meeting of the Club Council, but if less than a majority of the Club Members is present at any meeting, a majority of the Club Members present may adjourn the meeting from time to time without further notice, except as required by law. The act of the majority of those present at any meeting at which a quorum is present shall be considered the act of the Club Council, unless the act of a greater number is required by law or by these Bylaws.

7.7. Voting Rights. Each Club Member shall be entitled to one vote on all matters before the Club Council. The president of each Club Member shall have the right to cast such vote, or to designate in writing another member of the club to vote in the president's place. In the absence of such instructions, the highest ranking officer or official of such Club Member, as determined by the President of the corporation, may cast such Club Member's vote. In addition, and in lieu of voting as described above, the Club Member may submit a written proxy designating any other Individual Member of the corporation as having the right to vote on its behalf. Any such proxy shall be valid for up to eleven (11) months after delivery to the corporation but may be amended or revoked from time to time by additional notice from the President of such Club Member.

7.8 Validation of Meeting. The transactions of the Club Council at any meeting, however called or noticed, or wherever held, shall be valid as though authorized at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each Club Member entitled to vote at the meeting signs a written waiver of notice. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a Club Member's representative at a meeting shall constitute a waiver of notice, unless such Club Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

7.9 Telephonic and Internet Meetings. Members of the Club Council may participate in a meeting through use of a conference telephone or similar communications equipment, or by means of internet communication so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened. Notwithstanding the above, there shall be no obligation on the part of the corporation to provide such means of communication for its meetings.

ARTICLE VIII

GENERAL PROVISIONS

8.1. Offices. The principal office of the corporation shall be located at 1601 Fifth Avenue #2100 Seattle, WA 98101. The corporation may change such principal office, or may have such other offices, either within or without the State, as the Board of Directors may determine from time to time.

8.2. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation.

8.3. Self-Dealing. In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially, except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion, or resolution if he or she first discloses the nature of his or her interest.

8.4. Fiscal Year. The fiscal year of this corporation shall end on the last day of December of each year.

8.5. Rules. The Board of Directors may adopt rules for the use of corporate property and the conduct of racing in the USAC geographic area it represents; provided that none of these rules and regulations conflict with USAC rules or any agreement the corporation may have to act as local representative of the USAC.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1. Execution of Contracts and Other Instruments. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

9.2. Authorized Signatures. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the corporation.

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

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Club Council, Board of Directors, Executive Committee and any Board Committee. All books and records of the corporation may be inspected by any director, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

APPROVAL: AMENDMENTS

10.1 Initial Approval. These Amended and Restated Bylaws shall initially be approved by a vote of the Club Council at a meeting called for such purpose.

10.2 Amendments. After the initial approval described in Section 10.1 above, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by a majority vote of the Club Council at its annual meeting or at any special meeting called for such purpose. The act of the majority of those present at any meeting at which a quorum is present shall be considered the act of the Club Council for purposes of this Section 10.2.

The undersigned, being the Secretary of the corporation, hereby certifies that these Amended and Restated Bylaws were adopted by resolution of the Club Council this ____ day of _____, 2008.

Secretary