

**AMENDED AND RESTATED
BYLAWS
OF
CASCADE BIKES
(FKA CASCADE BICYCLE CLUB)**

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Amendments are listed on page i

AMENDMENTS

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AMENDED AND RESTATED BYLAWS

OF

CASCADE BIKES

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the "*Board*") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Members

The sole member shall be Cascade Bicycle Club.

2.2 Voting Rights

The sole member shall have the right (a) to admit new members, (b) to elect the Directors of the corporation, (c) to amend or restate the Articles of Incorporation or Bylaws of the corporation, (d) to approve the sale of all or substantially all of the assets of the corporation, (e) to approve the voluntary dissolution of the corporation and (f) to vote on any other matters on which the approval or vote of members is required by applicable Washington law.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by the Board.

3.2 Number

The Board shall consist of not less than four nor more than nine Directors, the specific number to be set by resolution of the member or if membership has terminated by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be appointed from among members in good standing of Cascade Bicycle Club. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

The sole member shall appoint Directors to the Board during the last quarter of each calendar year. Upon the termination of membership of the corporation, the Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of the majority of the Directors then in office.

3.5 Term of Office

The term of office of each Director shall be one calendar year, January 1 through December 31.

3.6 Annual Meeting

The annual meeting of the Board shall be held during the last quarter of the calendar year on a date chosen by the President or the Board for the purposes of electing Directors (upon termination of membership in the corporation), and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board may be called by or at the written request of the President or any one Director. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

3.9 Meetings by Telephone

Members of the Board may participate in a meeting of such Board via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

3.11.1 In Writing

Notices in writing may be delivered or mailed to the Directors at their addresses shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.11.2 Personal Communication

Notice may be by personal communication with the Directors not less than 10 days before the meeting.

3.11.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

3.12 Waiver of Notice

3.12.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, 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.

3.18 Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the sole member. Upon termination of membership in the corporation, one or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

3.19 Vacancies

A vacancy in the position of Director may be filled by the sole member. Upon termination of membership in the corporation, a vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Compensation

Directors shall receive no compensation for service as Directors but may receive reimbursement for reasonable expenses incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers

and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be elected from among the Directors of the Corporation.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the January meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office from January 1 through December 31 of the year following his or her election, or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a 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.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors fixed by or in the manner provided by these Bylaws 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.

4.5 Vacancies

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.

4.6 President

The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the corporation and execute documents on behalf of the corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

4.7 Vice President

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 perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.8 Secretary

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

4.9 Treasurer

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.10 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenses incurred on behalf of the corporation.

ARTICLE 5. 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 manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board.

ARTICLE 6. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

6.1 Duties of Care and Loyalty

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director believes to be in the best interests of the corporation.

6.2 Directors' Duties

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors shall serve on Board committees as needed.
- (c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

6.3 Directors' and Officers' Ethics

- (a) Directors and officers shall act with honesty, integrity, and openness in all their dealings as representatives of the corporation.
- (b) Directors and officers shall be knowledgeable of and comply with all laws, regulations, and applicable international conventions.
- (c) Directors and officers shall promote good working relationships with board members, staff, and program beneficiaries that are based on mutual respect, fairness and openness.
- (d) Directors and officers shall ensure that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the corporation.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made by and no credit shall be extended by the corporation to its officers or Directors.

7.4 Checks, Drafts, Etc.

All checks, drafts or other 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, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

7.5 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

7.6 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and these Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board; records of the name and address and class, if applicable, of each member and Director, and of the name and address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

7.7 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation and the state and year of its incorporation.

7.8 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the 12 months ending December 31.

7.9 Rules of Procedure

The rules of procedure at meetings of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure (new rev.), so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws or by the written consent of each of the Directors.