

BYLAWS

of the

VIRGINIA CYCLING ASSOCIATION, INC.

ARTICLE I OFFICES

Section 1.01.00 Location. The principal office of the Corporation shall be located in the City of Virginia Beach, Virginia. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II MEMBERS

Section 2.01.00 Who Shall Be Members. The members of the Corporation shall consist of its initial directors and of such other persons as may be elected to membership from time to time by the Board of Directors, either by majority vote at any meeting of the Board of Directors, or by unanimous written consent. Membership is open to United States Cycling Federation ("USCF") member clubs as well as bicycle racing clubs that are not affiliated with the USCF and other organizations involved in promoting bicycle racing, that desire to promote the various purposes of the Corporation. There shall be two (2) classes of members, Class A and Class B. Class A members shall be bicycle clubs, with at least five (5) members, that have substantially contributed to promoting at least one bicycle race within two (2) calendar years of the date of application for Class A membership in the Corporation, provided that the race meets such requirements as are determined by majority vote of the Board of Directors. Class B members shall be bicycle clubs, with at least five (5) members, that have not promoted at least one bicycle race within two (2) calendar years of the date of application for membership in the Corporation. Class B members may also be other organizations involved in promoting bicycle racing that meet such requirements as are determined by majority vote of the Board of Directors. All members are expected to remain active participants in the activities of the Corporation. At a minimum, each Class A member shall promote at least one bicycle race during every two calendar year period following the date that such Class A member is elected to membership in the Corporation . All members must designate a representative and provide the Board of Directors with a current postal address, as well as a telephone number or electronic mail address for the representative. All members should have a representative attend the annual meeting of the Corporation or make alternative arrangements with the Board of Directors.

Section 2.02.00 Term of Membership. Unless a shorter term shall be specified by the Board of Directors at the time of election, the term of office of any member shall be perpetual so long as the member meets the requirements for membership as set out in

Section 2.01.00 of the Bylaws of the Corporation. Notwithstanding the foregoing: (i) any member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary); (ii) any member may be removed at any time, with or without cause, by unanimous vote of the Board of Directors or pursuant to a resolution passed by the Board of Directors enumerating the circumstances under which a member's membership may be terminated without a unanimous vote.

Section 2.03.00 Annual Meeting. A meeting of the members shall be held annually for the election of directors and the transaction of other business as may properly come before the members on such date.

Section 2.04.00 Special Meetings. Special meetings of the members may be called at any time by the President, or by the Board of Directors. Such meetings may also be convened by members entitled to cast one half of the total number of votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the meeting notice may be conducted at a special members' meeting.

Section 2.05.00 Place and Time of Meetings. Meetings of members may be held at such place, either in or out of the Commonwealth of Virginia, and at such hour as may be fixed in the notice of the meeting.

Section 2.06.00 Notice of Annual and Special Meetings. Notice of each meeting of the members shall be given by the Corporation and shall state the date, time and place of the meeting and, unless it is an annual meeting, shall indicate the purpose or purposes for which the meeting is being called.

Such notice of any meeting shall be given to each member entitled to vote at such meeting. The notice shall be given either personally, by mail, or by electronic mail not less than ten (10) nor more than sixty (60) days before the date of the meeting except that notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets or the dissolution of the Corporation shall be given in not less than twenty-five (25) nor more than sixty (60) days before the meeting.

Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

When an annual or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed by these Bylaws, however, the notice of the adjourned meeting shall be given to persons who are members as of the new record date.

Section 2.07.00 Waiver of Notice. A member may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing and shall be signed by the member entitled to such notice. A member who attends a meeting 1) waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and 2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.08.00 List of Record of Members at Meeting. The Secretary of the Corporation shall make, at least ten (10) days before each meeting, a complete list of members with the address of at least one (1) representative of each member as well as other contact information such as telephone numbers or electronic mail addresses. Such list shall be subject to inspection by any member at any time during usual business hours for a period of ten days prior to each meeting, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting for the purposes thereof.

Section 2.09.00 Quorum. A quorum at a meeting for the transaction of any business of the Corporation shall be one third (1/3) of the Class A members of the Corporation that the Board of Directors has determined to be in good standing at the time of the meeting. Once a member is present at a meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. Less than a quorum may adjourn a meeting.

Section 2.10.00 Proxies. Every member entitled to vote in person may authorize another person or persons to act for him or her by proxy.

Every proxy appointment form must be signed by the designated representative of the member or such member's duly authorized attorney-in-fact. An appointment of a proxy becomes effective when received by the Secretary of the Corporation or other officer or agent authorized to tabulate votes. A proxy shall be valid for eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy appointment form. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 2.11.00 Vote. Each member shall have one vote. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members at which a quorum is present.

Section 2.12.00 Qualification of Voters; Fixing Record Date. Any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of members, except that the Board of Directors may fix, in advance, a date as the record date for the purpose

of determining the members entitled to vote at any meeting of members or any adjournment thereof. Such record date shall not be more than seventy (70) days before the date of the meeting or action without a meeting.

When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this Section 2.12, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting, which it shall do if the meeting is adjourned to a date more than one hundred and twenty (120) days after the date fixed for the original meeting.

Section 2.13.00 Informal Action by Members; Meetings by Conference Telephone. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the action consent in writing, including electronic mail, to the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action, and delivered to the Secretary for inclusion in the minutes or filing with the corporate records. Any action taken by written unanimous consent shall be effective according to its terms when all consents are in possession of the Corporation. Action taken by written consent is effective as of the date specified therein, provided that the consent states the date of execution by each member.

Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, the members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE III BOARD OF DIRECTORS

Section 3.01.00 Power of Board and Qualification of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A director need not be a resident of the Commonwealth of Virginia but must be affiliated with a member of the Corporation.

Section 3.02.00 Number of Directors. The number of directors constituting the entire Board of Directors shall be five.

Section 3.03.00 Election and Term of Directors. At each annual meeting of the members of the Corporation, the members shall elect directors, each director to hold office for a term of one year from January 1 until December 31 or until the next annual meeting of the members; and until his successor has been elected and qualified.

Section 3.03.01 Election Procedures. By October 1, the members shall be notified that nominations for directors can be made. The Board of Directors shall designate an Election Official to oversee the election process. The Election Official shall not be a Director of the Corporation or candidate. Any number of candidates for the Board of Directors may be nominated prior to or at the Annual Meeting. Voting on the entire slate of nominees shall take place at the Annual Meeting. One (1) representative of each member shall vote for five (5) candidates from the entire slate of nominated candidates for the Board of Directors. After all members have voted, the Election Official shall count the votes. The Election Official shall then announce the results of the voting. The directors shall be the five (5) candidates receiving the greatest number of votes cast. In the event of a tie that results in more than five (5) candidates receiving the greatest number of votes, the Election Official shall hold a runoff vote for the candidates who received the same number of votes.

Section 3.04.00 Newly-Created Directorships and Vacancies. Newly-created directorships, resulting from an increase in the number of directors, and vacancies, occurring in the Board for any reason, may be filled, from the persons who are then members, by vote of the directors at any annual or special meeting of the directors or by unanimous written consent of the directors. If the directors remaining in office constitute fewer than a quorum of the Board, the vacancy may be filled by the vote of a majority of directors remaining in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the members and until his successor is elected and qualified.

Section 3.05.00 Removal of Directors. Except as otherwise provided in the Articles of Incorporation, any one or more of the directors may be removed with or without cause at any time by action of the members.

A director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes of the meeting is the removal of the director.

Section 3.06.00 Resignation. Any director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 3.07.00 Quorum of Directors and Voting. Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 3.08.00 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board for the transaction of such business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or any two directors.

Regular and special meetings of the Board of Directors may be held at such places in or out of the Commonwealth of Virginia.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director as is prescribed by resolution of the Board.

A notice, or waiver of notice to the members, need not describe the purpose of any special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 3.09.00 Informal Action by Directors, Meetings by Conference Telephone. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing, including electronic mail, to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Any one or more members of the Board of Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 3.10.00 Compensation of Directors. The Corporation may not pay compensation to the Directors of the Corporation.

ARTICLE IV COMMITTEES

Section 4.01.00 Committees. A majority of the Board of Directors may create one or more committees and appoint members of the Corporation to serve on them. Each committee may have two or more members who serve at the pleasure of the Board. To

the extent specified by the Board of Directors, each committee may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

ARTICLE V OFFICERS, AGENTS AND EMPLOYEES

Section 5.01.00 Officers. The Directors shall elect from the Board of Directors a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also elect or appoint such other officers that a majority of the Directors determines to be appropriate.

Section 5.02.00 Term of Office and Removal. Each officer shall hold office for the term for which he or she is appointed and until his successor has been appointed and qualified. Any officer may be removed by the members at any time with or without cause.

Section 5.03.00 Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

Section 5.04.00 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally to pertain to their respective offices.

(a) President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

(b) Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and supervision of the Board of Directors.

(c) Secretary. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and meetings of the Board of Directors, and for authenticating the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody

of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

(d) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 5.05.00 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06.00 Compensation of Officers, Agents and Employees. The Corporation may not pay compensation to officers.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security or the faithful performance of their duties.

ARTICLE VI MISCELLANEOUS

Section 6.01.00 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.02.00 Corporate Seal. The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Commonwealth of Virginia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.03.00 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04.00 Books and Records. The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the members, directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05.00 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by four-fifths vote of the directors then in office. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a four-fifths vote of the Board of Directors.

Section 6.06.00 Indemnification and Insurance. The Corporation shall indemnify a director who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation, for reasonable expenses incurred by him or her in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and the other fees; costs and disbursements; judgment, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts of omissions to acts occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors shall authorize the purchase of and maintain insurance on behalf of any director, officer, employee, agent or volunteer of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee, agent or volunteer, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Seen and read and approved by the unanimous vote of the Board of Directors at a duly constituted meeting held on _____, 2005.

