

AMENDED AND RESTATED BY – LAWS

of

WESTCHESTER CYCLE CLUB, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of White Plains, County of Westchester, State of New York. The corporation may also have offices at such other places within or without this state as the Board of Directors of the corporation (the “Board”) may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The Corporation has been organized exclusively for charitable, educational, scientific or literary purposes, including the following:

- (1) to educate the general public about bicycle safety and the benefits of bicycle riding;
- (2) to promote community awareness and enjoyment of cycling through organized bicycling events, tours, lectures, demonstrations and other bicycling activities, for members as well as for the general public;
- (3) to promote bicycle use and development of cycling facilities as a non-polluting, non-congesting, quiet means of recreation and transportation; and
- (4) to engage in any other charitable, educational, scientific and literary activities, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

- a. Preparation and filing of membership application in such form as may be approved by the Board from time to time.
- b. Payment of annual dues.
- c. Membership shall be open to (i) any person eighteen or older and

(ii) any family residing at a single address that includes at least one person who is eighteen or older and not simultaneously a member of the corporation in his or her individual capacity, in either case whether residing within or without the State of New York.

- d. Unless otherwise specified in a member's membership application, a single membership shall consist of all immediate family members residing at the same address who are not members of the corporation in their individual capacities.

2. ANNUAL MEETINGS.

The annual meeting of the corporation's members (the "Annual Meeting") for the election of the directors and officers and for the transaction of such other business as may come before the members shall be held each year at the place (which may be either within or outside the State of New York), time and date, in the month of December, as may be fixed by the Board, or, if not so fixed, as may be determined by the President. The Secretary shall cause a notice stating the time and place of the Annual Meeting to be given by first class mail to each member entitled to vote at such Annual Meeting at such member's address as it appears on the membership roll book of the corporation or by such other means as is permitted by section 605 of the New York Not-For-Profit Corporation Law (the "NFPCL").

3. SPECIAL MEETINGS.

Special meetings shall be held whenever called by resolution of the Board, by the President or by a written demand to the Secretary of at least ten percent of the members eligible to vote. The Secretary shall cause notice of such meeting to be given by first class mail to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting, or by such other means as are permitted by section 605 of the NFPCL. Such notice shall state the date, time, place and purpose of the meeting and by whom it was called.

4. QUORUM

The presence at any membership meeting of not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

5. MEMBERSHIP ROLL

A list or record of members entitled to vote, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

6. FIXING RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

7. ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

8. PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be authorized in accordance with section 609 of the NFPCL. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

9. ORGANIZATION.

The President of the corporation or, in the absence of the President, the Vice President, shall preside at all meetings of the members. In the absence of both the President and the Vice President, the presiding officer shall be such individual as is chosen by a plurality of the members present. The Secretary of the corporation shall act as secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

10. MEMBERSHIP DUES.

The Board shall, from time to time, establish membership dues. Membership and/or specific membership rights may be suspended or terminated if a member does not pay the required membership dues, in full, by the due date established by the Board.

11. REMOVAL OF MEMBERSHIP STATUS.

The Board may, in its discretion, terminate a membership by a two thirds majority vote of the entire Board. No member shall be removed or denied renewal except for cause. Cause shall include but not be limited to a violation of Club by-laws or policies, or conduct found by the Board to be repeatedly or significantly disruptive, offensive or inimical to the Club or its members. In the event the Board considers the termination or non-renewal of any membership, the member shall have the right to appear before the Board to respond. Notwithstanding, the Board may determine the manner of proceeding and rendering an appropriate decision which, in the Board's sole discretion, insures fair consideration and the best

interests of the Club. The Board's decision shall be final and not reviewable.

ARTICLE IV –

DIRECTORS

1. POWERS AND NUMBER.

The property, business and affairs of the corporation shall be managed by the Board, which may exercise all of the powers of the corporation, except such as are by the Certificate of Incorporation of the corporation, as may be amended from time to time (the "Certificate of Incorporation"), these By-laws or applicable law exclusively conferred upon, or reserved to, the members. Each director shall be at least eighteen years of age. A director need not be a member, a citizen of the United States, or a resident of the State of New York. The number of directors constituting the whole Board shall be not fewer than three. Subject to the foregoing limitation, such number may be fixed from time to time by the Board or the members; provided, however, that no reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

2. ELECTION AND TERM OF DIRECTORS.

At each Annual Meeting of members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. VACANCIES.

Unless otherwise provided in the Certificate of Incorporation, any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of directors, or any other cause except the removal of a director without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A vacancy occurring by reason of the removal of a director without cause shall be filled by vote of the members. A director elected to fill any vacancy shall hold office until the next Annual Meeting and until his successor shall have been elected and qualified or until he shall resign or shall have been removed.

4. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

5. RESIGNATION.

A director may resign at any time by giving notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon

receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. QUORUM AND VOTING.

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

7. ACTION BY CONSENT.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a 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 by such means shall constitute presence in person at a meeting.

9. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board shall be held immediately following the Annual Meeting at the place of such Annual Meeting.

10. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board may be held without notice at such time and place as the Board may from time to time determine. Special meetings of the Board shall be held upon three days' notice to each director, delivered personally, by mail or by electronic transmission; special meetings may be called by the President or by any two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

11. CHAIRMAN.

At all meetings of the Board, the President or, in the absence of the President, the Vice President, shall preside. In the absence of both the President and Vice President, a chairman chosen by the Board shall preside.

12. EXECUTIVE AND OTHER COMMITTEES.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board, except as to matters prohibited by section 712 of the NFPCL. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

13. COMPENSATION.

No director of the corporation may receive compensation, directly or indirectly, from the corporation with respect to their services as a director of the corporation.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the close of the election of officers at the meeting of the Board following the next Annual Meeting of members held after such officer's election or appointment, or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such officer, whichever is earliest. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. REMOVAL.

Any officer may be removed by the Board with or without cause.

3. PRESIDENT.

The President shall be the chief executive officer of the corporation, shall preside at all meetings of the members and of the Board, shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE-PRESIDENT.

During the absence or disability of the President, the Vice-President, or if there

are more than one, the Executive Vice-President, shall have all the powers and-functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

5. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect. The Treasurer, or in the absence of the Treasurer, the President, shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board and shall be countersigned by the President or Vice President, as determined by the Board. The Treasurer shall at all reasonable times exhibit the corporation's books and accounts to any officer or director of the corporation. At the end of each fiscal year, the Treasurer shall oversee a review of the accounts of the corporation made by a committee appointed by the President and shall present a report meeting the requirements of section 519 of the NFPCL at the Annual Meeting and whenever else required by the Board. The Treasurer shall perform all the duties, and shall have such powers, customarily incident to the office of the Treasurer, subject to the control of the Board, and shall perform such other duties and have such other powers as shall from time to time be assigned to the Treasurer by the Board.

6. SECRETARY.

The Secretary shall keep the minutes of the Board and also the minutes of the members. The Secretary shall have the custody of the seal of the corporation and shall affix the same to and attest documents when duly authorized by the Board. The Secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board may direct. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members. The Secretary shall perform all the duties, and shall have such powers, customarily incident to the office of the Secretary, subject to the control of the Board and shall perform such other duties and have such other powers as shall from time to time be assigned to the Secretary by the Board.

7. COMPENSATION.

No officer of the corporation may receive compensation, directly or indirectly, from the corporation with respect to their services as an officer of the corporation.

ARTICLE VI - MISCELLANEOUS

1. SEAL

The seal of the corporation shall be in the form set forth in the margin:

2. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, unless otherwise determined by the Board.

ARTICLE VII - BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS

1. BANK ACCOUNTS, CHECKS AND NOTES.

The Board is authorized to select the banks or depositories it deems proper for the funds of the corporation. The Board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

2. CONTRACTS.

The Board may authorize any officer or officers, agent or agents, in addition to those specified in these By-laws, 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 confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

3. INVESTMENTS.

The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VIII - EMPLOYEES

The Board shall hire and fix the compensation of any and all employees, which the Board in its discretion may determine to be necessary for the conduct of the business of the corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. The corporation shall be authorized but not required to purchase insurance for the purpose of the indemnification provided for herein; provided, however, that such indemnification shall not be limited by the scope or extent of such insurance.

ARTICLE X - CONFLICT OF INTEREST POLICY

Whenever a director, officer or employee has a financial or personal interest in any matter coming before the Board, the affected person shall: (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. Each director, officer and employee powers shall annually sign a statement which affirms such person (i) has received a copy of the corporation's conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands the corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI - DISSOLUTION AND OTHER PROVISIONS

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

- (1) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational and charitable purposes, as said terms have been and shall be defined pursuant to the sections 170(c) and 501(c)(3) of the Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational and charitable purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, private shareholders or individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in

furtherance of the corporation's purposes set forth in Article II of these By-laws. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

- (3) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution. In the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law) the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over outright to one or more educational or charitable institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under section 501(c)(3) of the Code, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote, or to the federal government, or to a state or local government, for a public purpose; provided further, that the corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.

ARTICLE XII - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XIII - AMENDMENTS

The By-laws may be adopted, amended or repealed by the members at the time entitled to vote in the election of directors, or by the Board.

If any By-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.