

AMENDED AND RESTATED

BYLAWS

of

SHENANDOAH VALLEY BICYCLE COALITION

(f/k/a SHENANDOAH MOUNTAIN BIKE CLUB)

I.

MEMBERS

1. General. Membership in the Shenandoah Valley Bicycle Coalition (the “Corporation”) shall be open to all who desire to promote the purposes of the Corporation.

2. Place of Meetings. All meetings of Members shall be held at such place, either within or outside the Commonwealth of Virginia, as from time to time may be fixed by the Board of Directors (the “Board”).

3. Annual Meetings. The annual meeting of Members, for the election of directors, shall be held in November of each year at such date and time as shall be designated from time to time by the Board and stated in the notice of the meeting.

4. Notice of Annual Meetings. Written notice of the date, time, and place of each annual meeting shall be given to each Member no less than 10 nor more than 60 days before the date of the meeting. Such notice may be delivered to the Member by a form of electronic transmission consented to by the Member to whom the notice is given.

5. Waiver of Notice. A Member may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Member’s attendance at or participation in a meeting waives any required notice of the meeting to that Member unless the Member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Member who does not attend or participate in the meeting must be in writing, signed by the Member and filed with the minutes or corporate records.

6. Record Date. The record date for determining Members entitled to notice of and to vote at an annual meeting is the close of business on the day before the effective date of the notice to the Members.

7. Quorum. Any number of Members together constituting at least one-tenth of all of the Members, who shall be present in person or represented by proxy, at any meeting shall constitute a quorum. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Members present or represented by proxy without notice other than by announcement at the meeting.

8. Limited Voting Rights. The voting rights of the Members shall be limited to the right to vote on the directors constituting the Board. Each Member shall be entitled to one vote per director for as many directors that are to be elected at the time of the vote. Members do not have the right to cumulate their votes for directors. All other voting rights, including without limitation, the right to vote on amending provisions of the Articles of Incorporation, shall be vested in the Board.

9. Proxies. Each proxy shall be in writing, dated, and signed by the Member entitled to vote or his duly authorized attorney-in-fact.

II.

DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by the Board, which shall have all voting rights, other than the right to vote on the directors constituting the Board, including the right to vote on amending provisions of the Articles of Incorporation and the Bylaws.

2. Number of Directors. The Board shall consist of not less than five nor more than nine individuals, and shall be divided into two classes of directors, the “Class A Directors” and the “Class B Directors.” Each Class shall consist, as nearly as possible, of one-half of the number of directors constituting the Board.

3. Election of Directors. Directors shall be elected annually by the Members of the Corporation to succeed those Directors whose terms will expire prior to the next annual meeting of the Members. In all cases the current Director shall serve until his/her: (a) term expires; and (b) successor has been elected and qualified. Director elections may be conducted by mail and Members may, but shall not be required to, cast votes via electronic transmission, provided that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member’s proxy.

4. Term; Staggered Board. Each Director shall serve for a term of two years, running from February 1 until January 31, *except* that the initial Class A Directors shall serve for a term of one year. No Director shall be permitted to serve more than two consecutive terms; however, there shall be no limit on the total number of terms served by any Director.

5. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

6. Removal of Directors. A Director may be removed by such vote of the Members as would suffice for the Director's election; but a Director may be removed only at a meeting called for that purpose.

7. Place and Notice of Directors' Meetings. An annual meeting of the Board shall be held during February of each year for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board of Directors shall be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called at any time by the President or any two Directors.

8. Notice of Meetings. Except as provided elsewhere in these Bylaws, no notice of the annual meeting or any regular meeting of the Board shall be required. Notice of a special meeting shall specify the date, time, place, and purpose of the meeting. Required notices shall be mailed to each Director's residence or usual place of business or given by electronic mail or telephone at least 30 days before the date of the meeting.

9. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

10. Quorum. A majority of the Directors in office immediately before the meeting begins shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

11. Participation in Meetings. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

12. Actions Without Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the actions to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

III.

OFFICERS AND AGENTS

1. General. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and if deemed advisable by the Board, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. All officers shall serve until the annual meeting of the Board next following their election and until their successors are elected. At each annual meeting of the Board, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold two or more offices simultaneously other than the offices of President and Secretary.

2. President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board. The President shall preside at meetings of the Board, supervise the other officers, agents, and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board, and have all other powers and duties that pertain to the position of chief executive officer.

3. Secretary. The Secretary shall certify the actions of the Board when necessary, keep the minutes of the Board, maintain the records of the Corporation, give notice, as required, of any meetings of the Board or of the Members, and have such other powers and duties as may be prescribed by the Board from time to time.

4. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Board.

5. Vice Presidents and Other Assistant Officers. Vice Presidents and other assistant officers shall have such powers and duties as the Board may prescribe from time to time.

6. Agents. Such agents as the Board may deem necessary may be elected, appointed, or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board establishing the need for the agent.

7. Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board in its absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Any agent appointed other than by the Board may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

IV.

COMMITTEES

1. Generally. The Board may create such committees as it may deem appropriate and appoint to membership any persons, whether they be members of the Board or not, and may fix and prescribe their rights, duties, power, authority, and terms of office.

2. Actions Without Meeting. Any action that may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the members of the committee before or after the action is to become effective. The members' consent shall have the same force and effect as a unanimous vote.

V.

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

2. Voting of Stock Held. Unless otherwise provided by vote of the Board, the officer(s) from time to time may appoint one or more attorneys or agents of the Corporation to cast the votes that the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by the Corporation, at meetings of the holders of the stock or other securities of the other corporation, or to consent in writing to any action by the other corporation. The appointing officer shall instruct the person or persons so appointed as to the manner of casting votes or giving consent, and may execute or cause to be executed on behalf of the Corporation such written proxies, consents, waivers, or other instruments as the officer may deem necessary or proper. In lieu of an appointment, the officer(s) personally may attend any meeting of the holders of stock or other securities of the other corporation and there vote or exercise any and all powers of the Corporation as the holder of stock or other securities of that other corporation.

3. Amendment of Bylaws. The power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested exclusively in the Board.

4. Directors' Agreement. These Bylaws are intended to constitute a directors' agreement as permitted by Section 13.1-852.1 of the Virginia Nonstock Corporation Act.

Adopted by a unanimous written consent of the Directors dated _____,

2008.

President

Attest:

Secretary