

**AMENDED AND RESTATED BYLAWS
OF
BICYCLE TRANSPORTATION ALLIANCE**

**ARTICLE 1
NAME**

The name of the corporation is Bicycle Transportation Alliance (the "Corporation"). The Board of Directors (the "Board") may, consistent with applicable law, authorize the Corporation to use one or more assumed names. The Corporation is a public benefit nonprofit corporation.

**ARTICLE 2
PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax law. The Corporation may engage in any lawful activities for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"); provided, however, that none of these activities shall be for profit and that no substantial portion of the Corporation's activities shall further any purpose other than one of the exempt purposes for which the Corporation is organized.

The Corporation's specific purposes include, but are not limited to, creating healthy, sustainable communities by making bicycling safer, more convenient and more accessible.

**ARTICLE 3
MEMBERS**

3.1 **Membership.** Any individual that supports the purposes of the Bicycle Transportation Alliance may become a member of the Corporation. Qualifications for membership will be the payment of a minimum annual membership fee as set by the Board from time to time.

3.2 **Termination of Membership.** Membership may be terminated by the Board after giving the member at least 15 days' written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

3.3 **Classes and Voting.** There shall be one class of members of the Corporation. Each member shall be entitled to one vote on all matters for which a membership vote is required by law, the Articles of Incorporation, or these Amended and Restated Bylaws of the Corporation.

3.4 **Meetings.** Annual meetings of the members shall be held each year at a date, time, and location as shall be established by the Board, for taking actions as the Board may deem

necessary, or as may be required by law, the Articles of Incorporation, or these Amended and Restated Bylaws. The annual meeting of the members shall be chaired by the Chair of the Board or by the Chair's designee. Special meetings of the members shall be held at the call of the Board, or upon written petition to the Chair or Secretary of the Corporation, or their designate, of a majority of the members in good standing.

3.5 Notice of Meeting. Notice of a meeting shall be given by personal delivery or by first class, registered, or express mail, private carrier, facsimile, or electronic transmission. The notice shall state the place, day, and hour of the annual meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice shall be given no fewer than ten nor more than sixty days before the date of the meeting. If notice is given by personal delivery, notice shall be deemed delivered when received. If notice is given by first class, registered, or express mail or by private carrier, notice shall be deemed delivered when deposited in the United States mail or with the private carrier addressed to the member at his or her address as it appears on the records of the Corporation. If notice is given by facsimile or electronic transmission, notice shall be deemed delivered when it is faxed or electronically transmitted to an address, location, number, email, or system designated by the member for that purpose.

3.6 Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless the Articles of Incorporation, these Amended and Restated Bylaws or the law provide differently.

3.7 Action by Written Ballot

(a) Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. Delivery of a written ballot may be made by any means permitted for delivery of notice pursuant to the Articles of Incorporation, these Amended and Restated Bylaws, or by law.

(b) A written ballot shall:

- (i) Set forth each proposed action; and
- (ii) Provide an opportunity to vote for or against each proposed action.

(c) A majority vote of the written ballots received by the Corporation is the act of the members, unless these Amended and Restated Bylaws or the law provide differently.

(d) All solicitations for votes by written ballot shall:

- (i) Indicate the number of responses needed to meet the quorum requirements;
- (ii) State the percentage of approvals necessary to approve each matter other than election of directors; and

(iii) Specify a reasonable time by which a ballot must be received by the Corporation in order to be counted.

(e) Except as otherwise provided in the Articles of Incorporation or these Amended and Restated Bylaws, a written ballot may not be revoked.

ARTICLE 4 DIRECTORS; MANAGEMENT

4.1 **Powers.** The business and affairs of the Corporation shall be managed by a Board which shall exercise or direct the exercise of all corporate powers. The Corporation shall have all power necessary to carry out its purposes and activities incidental to those purposes, but shall have no power to do anything not permitted to be done: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. A director must be a member of the Corporation.

4.2 **Number.** The Board shall consist of at least 7 directors and may consist of as many as 24 directors. From time to time, the number of directors may be fixed by resolution of the Board or by amendment of these Amended and Restated Bylaws. No reduction of the number of directors shall remove any director from office prior to the expiration of his or her term of office.

4.3 **Election.** For each director whose term is expiring in a given year, or, in the discretion of the Board, any vacancy, the Board shall approve and present a slate of candidates to the members. Directors to be elected by members shall only be elected from the slate approved by the Board and shall be elected by a plurality of the votes cast by the members. Unless a director is prohibited from serving pursuant to Section 4.4, a director whose term is expiring may be included on the slate. To the extent the Board deems practical and in its discretion, the Board may stagger terms of directors so that approximately one-half of the total number of directors are elected each year.

4.4 **Tenure of Office.** The term of a director who is elected pursuant to Section 4.3 shall begin as of October 1 of the year of election and continue for two years thereafter. A director shall not serve more than 3 consecutive full terms; provided that the calculation of consecutive terms: (a) shall be tolled for the period that such director serves as an officer of the Corporation; and (b) shall not include any period before the effective date of these Amended and Restated Bylaws. Any former director who is barred from serving on the Board because of the three-term limit shall become eligible to serve again on the Board after a one-year absence from service.

4.5 **Compensation.** No director shall be compensated for his or her service as a director. However, upon request and at the direction of the Board, a director may be reimbursed for expenses reasonably incurred in carrying out his or her duties as a director, or may be advanced funds to cover expenses to be reasonably incurred in the immediate future.

4.6 Vacancies.

(a) A vacancy in the Board shall exist upon the death, resignation, or removal of any director, or upon any increase in the number of authorized directors.

(b) Vacancies in the Board occurring between elections pursuant to Section 4.3 may be filled by majority vote of the remaining directors, even if the remaining number of directors is not sufficient for a quorum. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor, if any, or for the term established by the Board in connection with an increase in the number of authorized directors, and until his or her qualified successor is elected and accepts office.

(c) If the Board accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

4.7 Meetings.

(a) Annual meetings of the Board shall be held at such time as shall be established by the Board, for the purposes of electing officers, considering reports on the affairs of the Corporation, conducting the business of the Corporation, and taking other actions as the Board may deem necessary or as may be required by law, the Articles of Incorporation, or these Amended and Restated Bylaws.

(b) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair or by petition of any 6 directors of the Board.

(c) To the extent permitted by law, meetings of the Board or any committee may be held by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at the meeting.

4.8 Notice of Meetings.

(a) Notice of the time and place of meetings shall be given by personal delivery, first class, registered, or express mail, private carrier, facsimile, or electronic transmission. Notice shall be given at least 24 hours before the meeting. If notice is given orally or by personal delivery, notice shall be deemed delivered when received. If notice is given by first class, registered, or express mail or by private carrier, notice shall be deemed delivered when deposited in the United States mail or with the private carrier addressed to the director at his or her address as it appears on the records of the Corporation. If notice is given by facsimile or electronic transmission, notice shall be deemed delivered when it is faxed or electronically transmitted to an address, location, number, email, or system designated by the director for that purpose.

(b) Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.

(c) Attendance 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, and such director does not thereafter vote for or assent to any action taken at the meeting. Whenever any notice to any director is required by law, the Articles of Incorporation, or these Amended and Restated Bylaws, a waiver of notice in writing setting forth the meeting for which notice is waived, signed at any time by the person entitled to notice and filed in the records of minutes of the Corporation, shall be equivalent to the giving of the notice.

4.9 **Action without a Meeting.** Any action which the law, the Articles of Incorporation, or these Amended and Restated Bylaws require or permit the directors to take at a meeting may be taken without a meeting if a unanimous consent in writing setting forth the action so taken is signed by all of the directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the directors, shall be filed in the records of minutes of the Corporation. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

4.10 **Quorum and Vote.**

(a) A majority of the number of directors fixed by the Board shall constitute a quorum for the transaction of business. Less than a majority of the directors, in the absence of a quorum, may adjourn a meeting from time to time until a quorum exists but may not transact any business. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

(b) Except as otherwise provided by law, the Articles of Incorporation, or these Amended and Restated Bylaws, the action of 75 percent or more of the directors present at a meeting at which a quorum exists shall be the act of the Board.

(c) A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting, or unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.11 **Removal.** Any director may be removed by a vote of 75 percent or more of the directors then in office whenever the Board believes that the best interests of the Corporation shall be served thereby; provided, however, that the director in question shall be given reasonable prior notice of the proposed removal and a reasonable opportunity to appear and speak on his or her behalf at the meeting of the Board at which the director's removal is considered.

ARTICLE 5 OFFICERS

5.1 Designation; Election; Qualification.

(a) The officers of the Corporation shall be an Executive Director, a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board shall from time to time appoint. The officers shall be elected by, and hold office at the pleasure of, the Board. Any two offices may be held by the same person. A person need not be a resident of the state of Oregon to serve as an officer.

(b) A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Amended and Restated Bylaws for regular appointments to the office.

5.2 Compensation; Term of Office.

(a) At the discretion of the Board, the officers of the Corporation who are not members of the Board may receive reasonable compensation; provided, however, that such compensation shall be allowed only to the extent permitted by Oregon law and the provisions of the Code, and any corresponding regulations, applicable to the Corporation and relevant to the compensation of officers of tax exempt or public benefit nonprofit organizations. Upon request, and at the direction of the Board, an officer may be reimbursed for expenses reasonably incurred in carrying out his or her duties as an officer or may be advanced funds to cover expenses to be reasonably incurred in the immediate future.

(b) The term of office of all officers shall be two years. An officer may serve any number of terms.

(c) Any officer may be removed, with or without cause, by a majority of the members of the Board then in office.

(d) Any officer may resign at any time by giving written notice to the Board, the Executive Director, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board may reject any post-dated resignation by notice in writing to the resigning officer.

(e) This Section 5.2 shall not affect the rights of the Corporation or any officer under any express written contract of employment.

5.3 **Chair.** The Chair shall serve as chair of, and shall preside at all meetings of, the Board. The Chair shall guide the Board in the enforcement of the policies of the Corporation, shall have the general powers and duties normally incumbent in such officer, and shall have such other powers and duties as the Board shall prescribe. The Chair shall be selected from the members of the Board.

5.4 **Vice Chair.** In the absence or disability of the Chair, the duties and powers of the Chair shall be performed and exercised by the Vice Chair. The Vice Chair shall perform such duties as are prescribed by the Board. The Vice Chair shall be selected from the members of the Board.

5.5 **Secretary.** The Secretary shall keep or cause to be kept at the registered office, or such other place as the Board may order, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present and the proceedings thereof. The Secretary shall give or cause to be given such notice of the meetings of the Board as is required by these Amended and Restated Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board. The Secretary shall be selected from the members of the Board.

5.6 **Treasurer.** The Treasurer shall be responsible for the funds of the Corporation, and shall invest them and pay them out in the manner authorized by the Board. The Treasurer shall maintain the Corporation's banking accounts and shall have such powers and perform such other duties as may be prescribed by the Board. The Treasurer shall be selected from the members of the Board.

5.7 **Executive Director.** The term "Executive Director" shall mean an officer of the Corporation and shall not designate a member of the Board. The Executive Director of the Corporation shall: (a) perform such undertakings as are necessary to manage the day-to-day needs of the Corporation; (b) perform such duties usually vested in the office of Executive Director; and (c) shall have such other powers and duties as the Board shall prescribe.

5.8 **Additional Offices or Positions.** The Board may establish any additional offices or positions that it from time to time deems necessary. Any persons appointed to fill such offices or positions shall perform such duties as the Board prescribes and shall be subject to the supervision of the Board. If and when the Board establishes an additional office or position, the Board may, in its sole discretion, specify whether persons who are not directors may fill such office or position.

ARTICLE 6 COMMITTEES OF THE BOARD

6.1 **Executive Committee.**

(a) Subject to applicable provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, the Board may establish an Executive Committee, which shall consist of all the officers of the Corporation and any other person appointed by the Chair from time to time. The Chair shall serve as chair of, and shall preside at all meetings of, the Executive Committee. The Executive Committee shall exist, and its members shall serve, at the pleasure of the Board. The Executive Director shall staff the Executive Committee, but shall not be a voting member of the Executive Committee.

(b) Subject to applicable provisions of law, the Executive Committee shall have the power and authority that the Board delegates to the Executive Committee, including managing the affairs of the Corporation between meetings of the Board, provided that such transactions or activities further the charitable purposes of the Corporation. However, the Executive Committee shall not have the power to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation, or take any other action that is inconsistent with applicable law. At the discretion and request of the Board, the Executive Committee may participate in all or part of the annual or any special meeting of the Board; provided, however, that the members of the Executive Committee who are not directors shall not be entitled to vote on matters before the Board.

(c) The number of voting members of the Executive Committee constituting a quorum for the transaction of business shall be a majority of the members of the Executive Committee, unless and until the Board changes the number constituting a quorum; provided, however, that the number constituting a quorum shall at all times be at least a majority of the total number of voting members of the Executive Committee. The action of a majority of the members of the Executive Committee shall be the act of the Executive Committee.

6.2 Nominating Committee.

(a) Subject to applicable provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, the Board may establish a Nominating Committee and appoint members thereof. The Nominating Committee shall be chaired by the Chair. The Nominating Committee shall be selected by the Chair and shall consist of at least two Board members and one member of the Corporation who is not a Board member. The Nominating Committee shall exist, and its members shall serve, at the pleasure of the Board.

(b) The Nominating Committee shall carry out such activities and perform such duties as are designated or requested by the Board, including recruiting and interviewing potential candidates to serve as members of the Board, nominating individuals who are deemed qualified to serve on the Board, recruiting and interviewing potential candidates to serve as Officers of the Corporation, nominating individuals who are deemed qualified to serve as Officers of the Corporation, and providing advice and guidance to the Board on related matters. At the discretion and request of the Board, the Nominating Committee may participate in all or part of the annual or any special meeting of the Board; provided, however, that the members of the Nominating Committee who are not directors shall not be entitled to vote on matters before the Board. The Nominating Committee shall not have the power to make any decisions or take any actions that are reserved to the Board under applicable law.

(c) The number of voting members of the Nominating Committee constituting a quorum for the transaction of business shall be a majority of the members of the Nominating Committee, unless and until the Board changes the number constituting a quorum; provided, however, that the number constituting a quorum shall at all times be at least a majority of the total number of voting members of the Nominating Committee. The action of a majority of the members of the Nominating Committee shall be the act of the Nominating Committee.

6.3 Audit and Finance Committee.

(a) Subject to applicable provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, the Board may establish an Audit and Finance Committee. The Audit and Finance Committee shall be chaired by the Treasurer. The Audit and Finance Committee shall be selected by the Treasurer and shall consist of at least two Board members. The Audit and Finance Committee shall exist, and its members shall serve, at the pleasure of the Board.

(b) The Audit and Finance Committee shall be responsible for developing and reviewing all fiscal policies, plans and procedures, including the annual budget, as well as financial audits and internal control systems. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

(c) The number of voting members of the Audit and Finance Committee constituting a quorum for the transaction of business shall be a majority of the members of the Audit and Finance Committee, unless and until the Board changes the number constituting a quorum; provided, however, that the number constituting a quorum shall at all times be at least a majority of the total number of voting members of the Audit and Finance Committee. The action of a majority of the members of the Audit and Finance Committee shall be the act of the Audit and Finance Committee.

6.4 Additional Committees.

(a) Subject to applicable provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, the Board may establish such additional committees of the Board, and appoint members thereof, as may be necessary from time to time, having such powers as the Board may delegate or designate. The Board may choose to establish any such committee as an advisory committee only under Section 6.4(b) below. No less than two members, including at least one member of the Board, shall at all times serve on any committee established under this Section 6.4(a), and the Board shall appoint a person to serve as chair of each committee. The chair of the committee shall appoint the members of a committee, unless the Board determines otherwise. Any person appointed to serve on a committee established under this Section 6.4(a) who is not a director shall participate as an advisor or *ex officio* member only and shall not have authority to vote on matters that have been delegated by the Board to the committee. Any committee established under this Section 6.4(a) shall exist, and the members thereof shall serve, at the pleasure of the Board.

(b) Subject to applicable provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, the Board may establish such additional advisory committees, and appoint members thereof, as may be necessary from time to time, having such duties and roles as the Board may designate. Committees established under this Section 6.4(b) shall act in an advisory capacity only and shall not exercise the authority or power of the Board. Unless the resolution establishing a committee provides otherwise, the Chair shall appoint a person to serve as chair of the committee. Any committee established under this Section 6.4(b) shall exist, and the members thereof shall serve, at the pleasure of the Board.

ARTICLE 7
CORPORATE RECORDS AND REPORTS - INSPECTION

7.1 **Records.** The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records, and accounts shall be kept at its registered office as fixed by the Board from time to time, except as otherwise provided by law.

7.2 **Inspection of Books and Records.** All books, records, and accounts of the Corporation shall be open to inspection by the members and the directors in the manner and to the extent required by law.

7.3 **Certification and Inspection of Bylaws.** The original or a copy of these Amended and Restated Bylaws and any amendments thereto shall be open to inspection by the members and the directors in the manner and to the extent required by law.

7.4 **Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the Executive Director or by such other person or persons and in such manner as shall be determined from time to time by resolution of the Board.

7.5 **Execution of Documents.** The Board may, except as otherwise provided in these Amended and Restated Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized in these Amended and Restated Bylaws or 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 to render it liable for any purpose or for any amount.

ARTICLE 8
AMENDMENT

Except as otherwise provided by law, the Board may amend or repeal these Amended and Restated Bylaws or adopt new bylaws by majority vote of the directors then in office; provided, however, that no such amendment or repeal may be made if such action causes the Corporation to take any action, or grants the Corporation the power to take any action, that is not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 9
INDEMNIFICATION

The Directors and officers of the Corporation and people serving on any Corporation Committee ("Committee Members") shall not be liable to the Corporation for any mistake in judgment, negligence, or otherwise, so long as such directors, officers, and Committee Members

have acted in good faith and in a manner they reasonably believe to be in or not opposed to the best interests of the Corporation.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending, or completed action, suit, or proceeding, or any appeal there from, whether civil, criminal, administrative or investigative, and whether brought by or in the right of the Corporation or a third party, by reason of the fact that he or she is or was a director, officer, Committee Member, or fiduciary of an employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, Committee Member, or fiduciary of an employee benefit plan of another entity, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him or her in connection with the action, suit, or proceeding if he or she acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Determination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The expenses incurred by an indemnified person under the prior paragraph will be paid by the Corporation in advance at the written request of the indemnified person if the indemnified person:

(a) Furnishes the Corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Corporation; and

(b) Furnishes the Corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Corporation. Such advances will be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under the Article of Incorporation or otherwise.

The foregoing right of indemnification shall be in addition to, and not inclusive of, any or all of the rights that any such director, officer, or Committee Member may be entitled to under any statute or bylaw, agreement, vote of the Board, or otherwise. Any repeal of this Article 9 will be prospective only and no repeal or modification of this Article 9 will adversely affect any right or protection that is based upon this Article 9 and pertains to an act or omission that occurred prior to the time of such repeal or modification.

ARTICLE 10 TRANSACTIONS BETWEEN CORPORATION AND INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such

relationship or interest, or because such director or directors were present at the meeting of the Board or a committee thereof which authorized, approved, or ratified such contract or transaction, or because their votes were counted for such purpose, if (a) the fact of such relationship was disclosed or known to the Board or committee that authorized, approved, or ratified the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, or (b) the contract or transaction is fair and reasonable to the Corporation. Notwithstanding the foregoing, the Corporation shall not enter into any contracts or transactions that are prohibited by provisions of Oregon law or the Code, and any corresponding regulations, applicable to the Corporation and relevant to the contracts or transactions of tax exempt or nonprofit organizations.

ARTICLE 11 PROHIBITED ACTIVITIES

In addition to any restrictions or prohibited activities set forth in the Corporation's Articles of Incorporation, the assets of the Corporation are irrevocably dedicated to charitable or other tax exempt purposes set forth in the Articles of Incorporation or these Amended and Restated Bylaws, and shall not be used or distributed to primarily benefit any of the Corporation's directors, officers, or employees, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable and other purposes set forth in the Articles of Incorporation or these Amended and Restated Bylaws. The Corporation shall not have or issue any shares of stock.

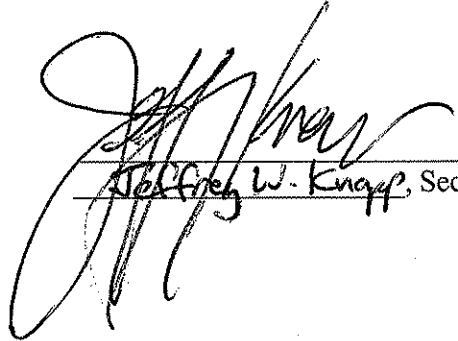
The Corporation does not intend to be classified as a private foundation within the meaning of Section 509 of the Code, and it shall not engage in any activities that will result in the Corporation being so classified. Notwithstanding the foregoing, during any period in which it is classified as a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the Corporation to the taxes on failure to distribute income imposed by Section 4942 of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to subject the Corporation to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Certification

Jeffrey W. Knapp

I, Jeffrey W. Knapp, Secretary of the Bicycle Transportation Alliance (the " Corporation "), hereby certify that the above Amended and Restated Bylaws are the bylaws of the Corporation as duly amended by the Board on Aug - 23, 2011, and as in effect on the date of this certification.

Dated: Sept. 26, 2011



Jeffrey W. Knapp, Secretary

