

BY-LAWS
OF
SEACOAST AREA BICYCLE ROUTES, INC.

March 1993

ARTICLE I - OFFICES

The principal offices of the corporation in the State of New Hampshire shall be located in Portsmouth, New Hampshire. The corporation may have such other offices, either within or without the state of New Hampshire as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - MEETING OF INCORPORATORS

1. There shall be a meeting of the Incorporators, upon filing of the Articles of Incorporation with the State of New Hampshire. The Incorporators shall act to appoint a Board of Directors.

2. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each incorporator.

ARTICLE III - BOARD OF DIRECTORS

1. General Powers.

The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation, as they may deem proper, not inconsistency with these By-Laws and the laws of this state.

2. Number, Tenure, Qualifications.

The number of directors of the corporation shall at all times be at least three (3), with the maximum number as is deemed necessary by the Board.

3. Appointment of Officers.

The Board of Directors shall appoint, from among their members, a President, Secretary and Treasurer to serve as officers of the corporation.

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4. Annual Meeting.

An annual meeting of the Board of Directors shall be held on or about 1 June of each year after and at the same place as the annual meeting of Seacoast Area Bicycle Routes, Inc. without other notice than this By-law. The directors may provide by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

5. Order of Business.

The order of business at all annual meetings of the Board of Directors shall be as follows:

- A. Reading of Minutes of Preceding Matter
- B. Reports of Treasurer
- C. Reports of Directors
- D. Election of Officers
- E. Election of Directors
- F. Unfinished Business
- G. New Business

6. Quarterly and Special Meetings

The Board of Directors shall hold regular meetings quarterly at a time and place to be designated by resolution of the directors. Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. Meetings may be held by telephone so long as each person present at such telephone meeting may hear all others present and may speak and be heard by all others present at the meeting.

7. Notice.

Notice of any quarterly special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, or by electronic mail or mailed to each director at his business address. If mailed such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. Quorum.

At any meeting of the directors, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

9. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

10. 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 by majority vote of the remaining members of the Board of Directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

11. Resignation

A director may resign at any time by giving written notice to the Board, the president, or the secretary of the corporation. 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.

12. Presumption of Assent

A director of the corporation who is present at a meeting of the directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless he shall file his 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 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.

13. Executive and Other Committees.

The Board, by resolution, may designate from among its members an executive committee and other committees, each consisting of two or more directors. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV - OFFICERS

1. Number

The officers of the corporation shall be a president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. Election and Term of Office.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the corporation. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby.

4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the directors for the unexpired portion of the term.

5. President.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general, supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the stockholders and of the directors. He/She may sign, with the treasurer or any other proper officer of the corporation thereunto, authorized by the directors, certificates of the corporation, any deed, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. Secretary.

The secretary shall ensure that the minutes of the directors' meetings are kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required; be custodian of the corporate records and of the seal of the corporation and, in general, perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him/her by the president.

7. Treasurer

The treasurer shall have charge and custody and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws and, in general, perform all of the duties as from time to time may be assigned to him/her by the president or by the director.

8. Salaries

The Board of Directors shall fix the salaries and other remunerations of its officers and the executive director.

ARTICLE V - EXECUTIVE DIRECTOR

The executive committee may employ an executive director and other employees as necessary to carry out the programs of the corporation. The executive director shall perform all duties incident to the office and such other duties as may be assigned by the executive committee or by the president from time to time.

ARTICLE IV - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts

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

2. Loans

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

3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. Deposits.

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

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE VIII - SEAL

The directors shall provide a Corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of the corporation, year of incorporation, and the words, "Corporate Seal".

ARTICLE IX -- WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any incorporator or director of the corporation under the provisions of these By-Laws or under provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - AMENDMENTS

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the directors present at the annual meeting. However, in no event may any amendments be made which would affect the corporation's qualification as a tax exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

ARTICLE XI - NON-DISCRIMINATION

The corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.

ARTICLE XII - LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 508:16 of New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arise, from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation.

The Directors and Officers of the corporation shall not be liable to the Corporation or to its shareholders for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA Chap. 292.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

Secretary