

BYLAWS OF

Hampton Roads Lacrosse League, Inc. (HRLax)

(a non-profit corporation)

Bylaws of
Hampton Roads Lacrosse League, Inc. (HRLax)

TABLE OF CONTENTS

ARTICLE I
PURPOSE

General Purpose	1.1
Specific Purpose.....	1.2

ARTICLE II
DIRECTORS: SELECTION & TERM

Number, Qualification, and Term	2.1
Removal, Resignation and Vacancies	2.2

ARTICLE III
BOARD OF DIRECTORS: MEETINGS

Regular Meetings	3.1
Special Meetings	3.2
Notice of Meetings.....	3.3
Action Without a Meeting	3.4
Quorum	3.5

ARTICLE IV
BOARD OF DIRECTORS: PERFORMANCE

Performance by the Directors	4.1
Preservation of Tax Free Status	4.2

ARTICLE V
BOARD OF DIRECTORS: TRANSACTIONS WITH THE
CORPORATION & COMPENSATION

Transactions with the Corporation.....	5.1
Compensation	5.2

ARTICLE VI
CHAIRMAN OF THE BOARD

Election	6.1
Powers.....	6.2
Resignation, Removal & Vacancies	6.3

ARTICLE VII
COMMITTEES: TYPE

In General.....	7.1
Executive Committee.....	7.2
Finance Committee.....	7.3
Other Committees.....	7.4

ARTICLE VIII
COMMITTEES: TERM & VACANCIES

Term of Office.....	8.1
Resignation, Removal and Vacancies.....	8.2

ARTICLE IX
COMMITTEES: MEETINGS

Meetings.....	9.1
Quorum and Manner of Acting.....	9.2

ARTICLE X
OFFICERS: ELECTION & VACANCIES

Election and Appointment of Officers.....	10.1
Removal of Officers; Vacancies.....	10.2

ARTICLE XI
OFFICERS: DUTIES

Duties in General.....	11.1
Duties of the President.....	11.2
Duties of the Vice Presidents.....	11.3
Duties of the Treasurer.....	11.4
Duties of the Secretary.....	11.5
Compensation.....	11.6

ARTICLE XII
RESTRICTIONS ON PRIVATE FOUNDATIONS

Distribution of Income.....	12.1
Self- Dealing.....	12.2
Excessive Business Holdings.....	12.3
Investments.....	12.4
Taxable Expenditures.....	12.5

ARTICLE XIII
CONFLICT OF INTEREST POLICY

Conflict of Interest Policy.....	13.1
Conflict of Interest form.....	13.2

ARTICLE XIV
INDEMNIFICATION AND ELIMINATION OF LIABILITY

Indemnification of Directors and Officers.....	14.1
Indemnification Not Permitted.....	14.2
Effect of Judgment or Conviction.....	14.3
Determination and Authorization.....	14.4
Advances for Expenses.....	14.5
Indemnification of Employees and Agents.....	14.6
Liability of Directors and Officers.....	14.7
Insurance.....	14.8
Provisions Not Exclusive.....	14.9

ARTICLE XV
MANAGEMENT OF INCOME ASSET & ESTABLISHMENT OF TRUST

Management of Income Asset.....	15.1
Establishment of Trust.....	15.2
Dissolution of the HRLax League.....	15.3

ARTICLE XVI
CORPORATE RECORDS

Minutes of Meetings and Records of Actions Taken Without Meetings.....	16.1
List of Directors.....	16.2
Form of Records.....	16.3
Specific Records Which Corporation Must Keep.....	16.4

ARTICLE XVII
ACCOUNTS, CONTRACTS, CHECKS, AND FUNDS

Accounts.....	17.1
Contracts.....	17.2
Gifts and Contributions.....	17.3
Checks, Notes and Drafts.....	17.4

ARTICLE XVIII
EMERGENCY BYLAWS

Meetings.....	18.1
Quorum	18.2
Succession.....	18.3
Principal Office.....	18.4
Indemnification.....	18.5
Amendment to Emergency Bylaws	18.6

ARTICLE XIX
MISCELLANEOUS PROVIISIONS

Amendment of Bylaws	19.1
Headings	19.2
Gender, Number.....	19.3
Individual	19.4

**Bylaws of
Hampton Roads Lacrosse League, Inc. (HRLax)**

ARTICLE I
PURPOSE

Section 1.1. General Purpose. The affairs and activities of The Hampton Roads Lacrosse League, Inc. [HRLax (the "Corporation")] shall be carried out at all times for the purposes and according to the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable law and the provisions of the Internal Revenue Code of 1986, as amended, and the Regulations issued thereunder (the "Code") affecting nonprofit organizations as such are described in Section 501(c)(3) of the Code.

Section 1.2. Specific Purpose. The Corporation's purpose is to encourage, foster, and promote the growth of youth lacrosse in the Hampton Roads area of Virginia.

ARTICLE II
BOARD OF DIRECTORS: SELECTION AND TERM

Section 2.1. Number, Qualifications, and Term. The affairs of this Corporation shall be exercised, managed, and governed by or under the authority of a Board of Directors ("Board") composed of not less than three (3) or more than fifteen (15) directors. Directors shall: (1) be at least eighteen years of age, (2) have demonstrated an interest in and concern for the Corporation's objectives, (3) have an ability to decide and address issues impacting the Corporation, and (4) hold an active US Lacrosse membership. Each director of the Board shall be elected by a majority vote at the annual meeting of the Board and shall serve until the next regular meeting of the Board, or until a successor is elected and qualified, unless earlier removed.

Section 2.2. Removal, Resignation and Vacancies. Any director may be removed from the Board, with or without cause, by a majority of the directors of the Corporation. Any director may resign at any time by delivering written notice of his intent to the Board, the President, or the Secretary. Such resignation shall be effective when the notice is delivered, unless a later effective date is specified in the notice. Any vacancy in the Board shall be filled by a majority vote by the remaining members of the Board. The new director shall serve until the next regular meeting.

ARTICLE III
BOARD OF DIRECTORS: MEETINGS

Section 3.1. Regular Meetings. The Board shall meet at least once each year. Regular meetings shall be held at such time as may be fixed by a resolution of the Board. Directors may participate in any meeting by any means of communication by which all directors participating may simultaneously hear and communicate with each other during the meeting, and any such director shall be deemed present at the meeting for all purposes.

Section 3.2. Special Meetings. Special meetings of the Board may be called at any time by the chairman of the board, the president, an executive committee of the board or upon the written request of at least two (2) directors delivered to the secretary.

Section 3.3. Notice of Meetings. Notice of meetings of the Board may be given in any manner authorized by law, including oral notice. The secretary shall give directors at least one day's notice of the Board meeting. Meetings of the directors may be held at any time without notice if all directors are present or if those not present waive notice in writing either before or after the meeting.

Section 3.4. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent, specifically setting forth the action to be taken, is signed by all the directors entitled to vote with respect to the particular subject matter. The consent shall have the same force and effect as a unanimous vote of directors.

Section 3.5. Quorum. Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, the presence of a majority of the directors at any Board meeting shall constitute a quorum for the transaction of business, but less than a quorum shall have power to adjourn the meeting from time to time. Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at any Board meeting at which there is a quorum, shall be the act of the Board.

ARTICLE IV BOARD OF DIRECTORS: PERFORMANCE

Section 4.1. Performance by the Directors. Each member of the Board and each member of any committee designated by the Board shall, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of the Corporation's officers or employee or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4.2. Preservation of Tax Free Status. The Board and the directors individually shall take no action that would result in the denial of application for or the revocation of the status of the Corporation as a charitable donee under Section 170(a) and 170(b) (1) (A) (vi) of the Code or as an organization exempt from federal taxation under Section 501(a) and 501(c) (3) of the Code.

ARTICLE V BOARD OF DIRECTORS: TRANSACTIONS WITH THE CORPORATION & COMPENSATION

Section 5.1. Transactions with the Corporation. A director shall not be disqualified, by reason of his office, from dealing or contracting with the Corporation, either as vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation, not otherwise prohibited by

law, be void or voidable on the ground that any director or any firm or organization of which any director is a member, shareholder or director, is in any way interested in the transaction or contract, provided that the transaction or contract is approved in accordance with this Corporation's Conflict of Interest Policy. No such director shall be liable to account to the Corporation for any profits realized by him from or through any transaction or contract with the Corporation that is authorized, ratified, or approved by the Board, on the ground that he or any firm of which he is a member or any organization of which he is a member, shareholder, or director was interested in the transaction or contract. Nothing in these Bylaws shall create any liability in the events above described or prevent the authorization, ratification, or approval of the transactions or contracts in any other manner provided by law.

Section 5.2. Compensation. A director may receive compensation for service rendered for the Corporation in addition to reimbursements for actual expenses. Any compensation plans must be approved in accordance with the Corporation's Conflict of Interest Policy.

ARTICLE VI CHAIRMAN OF THE BOARD.

Section 6.1. Election. The Board may identify a valid requirement for a Chairman and at such time, the directors shall elect, by a majority vote, one of the directors to serve as chairman. The election of the chairman shall be the first order of business at the first regular meeting of the Board and at any meeting at which there is no chairman. The chairman shall hold office until the Board duly elects a qualified successor unless earlier removed.

Section 6.2. Powers. The chairman shall have such powers and duties as usually pertain to the office of chairman of the Board, as well as such powers and duties as may be later conferred by the Board or these Bylaws.

Section 6.3. Resignation, Removal and Vacancies. The chairman may resign at any time by giving written notice of his intention to do so to the president or the secretary of the Corporation, or may be removed, with or without cause, at any time by a majority vote of the disinterested Directors. If the chairman is no longer a director he shall be deemed to have resigned and shall no longer be the chairman. Any vacancy resulting from any cause whatsoever may be filled solely by a majority vote of the Board.

ARTICLE VII COMMITTEES: TYPES

Section 7.1. In General. Each committee of the Board shall serve at the pleasure of the Board.

Section 7.2. Executive Committee. The Board may from time to time appoint an executive committee to consist of the President and such other directors as determined by the Board. The executive committee may exercise all the powers of the Board during the intervals between Board meetings which may be lawfully delegated, subject to such limitations as may be provided by resolution of the Board. The Board shall have the power, at any time, to change the membership of the executive committee and to fill vacancies in it. As stated in Section VI, the

executive committee may elect a chairman and may make rules for conducting its business and appoint such assistants as it deems necessary. A majority of the members of the executive committee shall constitute a quorum. Regardless of the foregoing, the executive committee shall not:

(a) approve amendments to these Bylaws, the Articles of Incorporation, or the Conflict of Interest Policy;

(b) approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board under the laws of the Commonwealth of Virginia, the Articles of Incorporation or these Bylaws;

(c) take any action for which final authority is reserved to the Corporation or which has been prohibited by resolution of the Board; or

(d) take other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws.

The executive committee shall report at the next meeting of the Board all action that the executive committee has taken on behalf of the Board since the last meeting of the Board.

Section 7.3. Finance Committee. The Board may establish, by resolution, a Finance Committee consisting of two (2) or more directors, who will be elected by majority vote of the Board. Such committee shall be responsible for controlling, managing, investing, and disposing of the Corporation's assets, for the purpose of earning an income, as distinguished from applying assets to charitable purposes.

Section 7.4. Other Committees. The Board may establish, by resolution, such other standing or special committees of the Board as it may deem advisable. Such committees shall consist of at least two (2) directors. The members, terms and authority of each committee shall be as set forth in the resolutions establishing the committee.

ARTICLE VIII COMMITTEES: TERM & VACANCIES

Section 8.1. Term of Office. Members of any committee, including the Executive Committee, shall be elected by the Board and shall hold office for three years when the Board duly elects their qualified successors or until the Board dissolves such committee. Membership should be staggered where possible.

Section 8.2. Resignation, Removal, and Vacancies. Any member of a committee may resign at any time by giving written notice of his resignation to the President or the secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board as would suffice for his election. Any vacancy occurring in a committee resulting from any cause

whatsoever may be filled solely by the Board. If a member of any committee ceases to be a Director, he shall be deemed to have resigned from any and all committees to which he belongs.

ARTICLE IX COMMITTEES: MEETINGS

Section 9.1. Meetings. Regular and special meetings of any committee established pursuant to this article may be called and held subject to the same requirements with respect to quorum, time, place, notice, and means as are specified in these Bylaws for regular and special meetings of the Board.

Section 9.2. Quorum and Manner of Acting. Unless otherwise specified, a majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

ARTICLE X OFFICERS: ELECTION & VACANCIES

Section 10.1. Election and Appointment of Officers. The Board shall choose the officers of the Corporation. The officers of the Corporation shall be a president and a secretary. The Board may also elect a treasurer, one (1) or more vice presidents, assistant secretaries, assistant treasurers, and such other officers as the Board deems proper. In addition, the president is authorized to appoint, from time to time, such assistant vice presidents and assistant secretaries as the president deems advisable. The same person may be elected to hold more than one office. All officers shall serve one year, or until their respective successors are chosen and qualified.

Section 10.2. Removal of Officers; Vacancies. The Board may remove any officer from office, at any time with or without cause, by an affirmative vote of a majority of the directors. Whenever there is a vacancy in any office originally appointed by the Board, the Board shall fill the vacancy, and the officer so elected shall hold office for the remainder of the term for the office that became vacant or until his successor is chosen and qualified.

ARTICLE XI OFFICERS: DUTIES

Section 11.1. Duties in General. The officers shall have such powers and duties as usually pertain to their offices, respectively, as well as such powers and duties as may from time to time be conferred by the Board and these Bylaws.

Section 11.2. Duties of the President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board. He shall be responsible for the general management and direction of the business and operations of the Corporation and any of its divisions, subject only to the ultimate authority of the Board. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees,

he shall be an ex officio member of all committees of the Board. The President shall preside at all corporate meetings. He may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Section 11.3. Duties of the Vice Presidents. Each vice president, if any, shall have such powers and duties as may from time to time be assigned to him by the president or the Board. Any vice president may, when authorized by the Board, sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution of such documents shall be expressly delegated by the Board or the president to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Section 11.4. Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board. In addition, the treasurer, in conjunction with any accountant(s) for the Corporation shall be responsible for (i) maintaining the books of the Corporation in accordance with generally accepted accounting principles or by such other means as is appropriate; (ii) the preparation of appropriate operating budgets and financial statements; (iii) the preparation and filing of all tax returns required by law; and (iv) the performance of all duties incident to the office of treasurer and such other duties as may be assigned to him by the Board or the President. The Treasurer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or as otherwise required by law.

Section 11.5. Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board and of the committee meetings, when requested. The Secretary shall also: (i) keep and preserve the minutes of all meetings in permanent books; (ii) insure that all notices required to be given by the Corporation are duly given and served; (iii) retain custody of the seal of the Corporation, if any, and shall, if available, affix the seal or cause it to be affixed to all documents as duly authorized in accordance with law or the provisions of these Bylaws; (iv) have custody of all deeds, leases, contracts and other important corporate documents; (v) shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; (vi) insure that all reports, statements and other documents required by law (except tax returns) are properly filed, including the filing of any reports with the Virginia Office of Consumer Affairs; (vii) have charge of and be responsible for maintaining a record of all donors and the amount of their contributions; (viii) be responsible for the written acknowledgment of all contributions; and (ix) shall in general perform all the duties incident to the office of secretary and such other duties assigned to him by the or the President.

Section 11.6. Compensation. Officers may receive such compensation for their services as officers as shall be determined from time to time by resolution of the Board in accordance with this Corporation's Conflict of Interest Policy.

ARTICLE XII
RESTRICTIONS ON PRIVATE FOUNDATIONS

Notwithstanding any other provision in these Bylaws, if the Corporation is deemed or determined to be a "Private Foundation" within the meaning of Section 509 of the Code, then the Corporation shall be subject to the following limitations and restrictions:

Section 12.1. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

Section 12.2. Self- Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

Section 12.3. Excessive Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

Section 12.4. Investments. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

Section 12.5. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE XIII
CONFLICT OF INTEREST POLICY

Section 13.1 Conflict of Interest (COI). The Board shall establish and maintain a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.

Section 13.2 Each Board member shall complete and submit to the Secretary the HRLax Conflict of Interest form, or if no HRLax form is generated, the board may elect to use the US Lacrosse Conflict of Interest form. This form shall be completed at the first annual meeting of the Board and retained for 1 calendar year.

ARTICLE XIV
INDEMNIFICATION AND ELIMINATION OF LIABILITY

Section 14.1. Indemnification of Directors and Officers. Except as provided, every Officer or Director who was or is a party, or who is threatened to be made a party, to any pending, completed or impending action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative (whether or not by or in the right of the Corporation) by reason of (i) being or having been a Officer or Director of the Corporation, (ii) being or having been a member, manager, partner, officer or director of any other entity at the request of the Corporation, or (iii) serving or having served in a representative capacity for the Corporation in connection with any partnership, joint venture, committee, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation against all expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually incurred by him incidental to or resulting from such action, suit or proceeding to the fullest extent permitted under the Virginia Non Stock Corporation Act, without limiting any other indemnification rights to which he otherwise may be entitled. Such indemnification shall be specifically conditioned on a determination, in accordance with Section 14.4, that (i) he conducted himself in good faith; (ii) he believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests and, in all other cases, that his conduct was at least not opposed to its best interests (or in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose he believed to be in the interests of the participants of and beneficiaries of the plan); (iii) he conducted himself in accordance with the Corporation's Conflict of Interest Policy; and (iv) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 14.2. Indemnification Not Permitted. The Corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the Corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 14.3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 14.1 or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 14.4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 14.1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 14.1 and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Except as hereafter provided, such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the

Board, consisting solely of two (2) or more directors who are not parties to the proceeding (directors who are parties may participate in the designation of the committee); or (iii) by special legal counsel selected by the Board.

Authorization of indemnification, evaluation as to reasonableness of expenses (including attorney fees) and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those directors selecting such counsel.

Section 14.5. Advance for Expenses. The Corporation may pay for or reimburse the reasonable expenses (including attorney fees) incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnished the Corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 14.1; (ii) he furnished the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. .

Section 14.6. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as provided in this Article with respect to directors and officers.

Section 14.7. Liability of Directors and Officers. In any proceeding brought by or in the right of the Corporation, a director or officer of the Corporation shall be liable in any monetary amount for damages arising out of or resulting from transactions, occurrences or courses of conduct in which the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 14.8. Insurance. The Board may authorize the purchase and maintenance of insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him 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 or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Section 14.9. Provisions Not Exclusive. The provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers as authorized by the Virginia Nonstock Corporation Act. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

ARTICLE XV
MANAGEMENT OF INCOME ASSET & ESTABLISHMENT OF TRUST

Section 15.1. Management of Income Asset. As described in Article VII, the Board may determine, by a duly adopted resolution, to delegate in whole or in part, the management, investment, and disposition of the Corporation's assets for the purpose of earning an income from that asset, as distinguished from applying assets and funds to charitable purposes, to a finance committee consisting of two (2) or more Directors or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Virginia.

Section 15.2. Establishment of Trust. For ease of administration and preservation of the assets of the Corporation, the proper officers of the Corporation, subject to the approval of the Board, may establish a trust or trusts with a corporate trustee for the administration and managing of funds and securities of the Corporation so placed in trust. If such a trust is established, the Board; however, shall from time to time instruct the Trustee as to whom and in what amount money shall be distributed.

Section 15.3 Dissolution of the HRLax League. Upon the dissolution of HRLax League, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If upon dissolution of the HRLax League, the distribution of its assets to first the Hampton Roads Chapter of US Lacrosse, or secondly to US Lacrosse, Inc. would meet the requirements of this paragraph, then such assets will be distributed to the Hampton Roads Chapter of US Lacrosse or US Lacrosse, Inc (in this priority order).

ARTICLE XVI CORPORATE RECORDS

Section 16.1. Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its Board, of all actions taken by the Board without a meeting, and all actions taken by a committee of the Board in place of the Board on behalf of the Corporation.

Section 16.2. List of Directors. The Corporation or its agent shall maintain a record of its Directors, in a form that permits preparation of a list of the names and addresses of all Directors, in alphabetical order.

Section 16.3. Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.4. Specific Records Which the Corporation Must Keep. The Corporation shall keep a copy of the following records:

(a) The Corporation's Articles or restated Articles of Incorporation and all amendments currently in effect;

(b) The Corporation's Bylaws or restated Bylaws and all amendments currently in effect;

(c) The Corporation's most recent annual report delivered to the State Corporation Commission.

(d) Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code*, filed by the Corporation with the Internal Revenue Service.

(e) The Corporation's Conflict of Interest Policy.

ARTICLE XVII ACCOUNTS, CONTRACTS, CHECKS, AND FUNDS

Section 17.1. Accounts. The Board shall have authority to designate by resolution the bank(s) which shall be depositories for the funds of the Corporation, to open and close accounts in those banks, to designate and terminate those persons authorized to sign on behalf of the Corporation checks, drafts, or other instruments against the accounts, and to take any other action required on behalf of the Corporation with respect to the accounts.

Section 17.2. Contracts. The Board may, by duly adopted resolution, authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 17.3. Gifts and Contributions. The Board or Executive Committee may:

(a) Accept, on behalf of the Corporation, any contribution, gift, bequest, or devise of any type of asset ("Donation"), for the charitable purposes of the Corporation, on such terms as the Board or Committee approves;

(b) Hold such Donation in the name of the Corporation;

(c) Collect and receive the income from the Donation;

(d) Devote the principal or income from Donations to such charitable purposes as the Board or Committee may determine is consistent with these Bylaws; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the Donation to such particular purposes as the donor may designate and after approval of such agreement by a majority of the Board, devote the principal or income from that Donation according to the agreement.

Section 17.4. Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board from time to time may authorize. When authorized by the Board, the person's signature may be a facsimile.

ARTICLE XVIII EMERGENCY BYLAWS

The Emergency Bylaws shall be operative during any emergency, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the Corporation or in the Virginia Nonstock Corporation Act (other than those provisions relating to emergency bylaws). An emergency exists if a quorum of the Corporation's Board cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the preceding Articles shall remain in effect during the emergency, and upon the termination of the emergency, the Emergency Bylaws shall cease to be operative unless and until another emergency shall occur. During any emergency:

Section 18.1 Meetings. Any meeting of the Board may be called by any officer of the Corporation or by any Director. The notice of meeting shall specify the time and place of the meeting. To the extent feasible, notice may be given only to those directors as it may be feasible to reach at the time, by such means as may be feasible at the time, including publication or radio, and at a time less than 24 hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in Section 18.2 (b) below.

Section 18.2. Quorum. At any meeting of the Board, a quorum shall consist of a majority of the number or Directors fixed at the time by Section 18.1, above. If the Directors present at any particular meeting shall be fewer than the number required for a quorum, other persons present at the meeting and holding the positions referred to below shall be deemed directors for that particular meeting in such numbers as may be necessary to constitute a quorum, as determined by the following provisions and in the following order of priority:

- (a) President, if not already serving as a director;
- (b) Vice Presidents, not already serving as directors, in the order of their selection to such offices, or if two (2) or more shall have been selected to their offices on the same day, in the order of their seniority in age;
- (c) All other officers of the Corporation in the order of their selection to such offices, or if two or more shall have been selected to such offices on the same day, in the order of their seniority in age; and
- (d) Any other persons that are designated on a list approved by the Board before the emergency, such persons to be taken in the order of priority and subject to conditions as may be provided in the resolution approving the list.

Section 18.3. Succession. The Board, during as well as before any emergency, may provide lines of succession in the event that, during an emergency, any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

Section 18.4. Principal Office. The Board, during as well as before any emergency may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

Section 18.5. Indemnification. No officer, director, or employee shall be liable for action taken in good faith in accordance with these Emergency Bylaws.

Section 18.6. Amendment to Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of the Board, except that no such repeal or change shall modify the standard of conduct set forth in the preceding paragraphs for purposes of establishing the liability of an officer, director, or employee for action or inaction occurring before the time of such repeal or change. Any amendment of the Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XIX MISCELLANEOUS PROVISIONS

Section 19.1. Amendment of Bylaws. The Corporation's Articles of Incorporation and these Bylaws may be amended or altered at any meeting of the Board by a resolution adopted by a majority of the Directors.

Section 19.2. Headings. The underlined section headings are used herein for convenience of reference only and shall not affect the meaning of any provision of these Bylaws.

Section 19.3. Gender, Number. The use of the masculine gender includes the feminine and neuter; the singular number includes the plural, unless the context clearly specifies otherwise.

Section 19.4. Individual. The term individual includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

Adopted by the Board of Directors of Hampton Roads Lacrosse League, Inc. (HRLax)
on November 21, 2013.

Signed copy of file with the HRLax League Treasurer
President

November 21, 2013
Date