

BYLAWS
OF
VIPERS SOFTBALL CLUB FOR VETERANS
(A COMMONWEALTH OF VIRGINIA TAX –EXEMPT NONSTOCK CORPORATION)

Article I. OFFICES, NAME, AND SEAL

- (a) Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the Commonwealth of Virginia, as may be designated by the Board of Directors or by the officers pursuant to authority from the Board of Directors
- (b) Name. The name of this non-profit corporation is Vipers Softball Club for Veterans. It is hereinafter referred to in these bylaws as the "Corporation."
- (c) Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors prescribes.

Article II. Membership

There shall be no members of the Corporation

Article III. Board of Directors

- (a) Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation by law, the Articles of Incorporation, and these Bylaws.

- (b) Number. The Directors of the Corporation shall be at least three (3) in number. The number of Directors may be increased by a majority vote of the Board of Directors. The Directors of the Board of Directors, and the Chairman of the Board of Directors shall be as follows:

Carl S. Ey, Chairman of the Board of Directors
David Obstgarten, Director
David Hixson, Director
John Kulifay, Director
Marty Chavers, Director
Jimmy Sneed, Director
George Matt White, Director
Scott Walsh, Director

- (c) Qualifications. Directors need not be residents of the Commonwealth of Virginia to qualify as Directors for the Corporation. A Director may succeed himself or herself in the office.
- (d) Nomination. The Board of Directors shall nominate a slate of new Directors for election by the Directors at each annual meeting of the Board of Directors. The Directors nominated may include any or all of the Directors in office.
- (e) Election by Majority. The Directors shall be elected at the annual meeting of the Board of Directors by a majority vote of the Directors then in office.
- (f) Tenure. A Director shall serve from the date of his or her election until the close of the next annual meeting of the Board of Directors. The term of office of any individual Director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.
- (g) Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
- (h) Removal. Any Director may be removed from office, with or without cause, by a majority vote of the Directors present at a special meeting of the Board of Directors called for such purpose. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such Director.
- (i) Vacancies. A vacancy in the Board of Directors existing between annual meetings of the Board of Directors, including a vacancy created by an increase in the number of Directors, shall be filled by a majority vote of the Directors at a special meeting of the Board of Directors called for such purpose. The Director(s) so elected shall serve for the remainder of the unexpired term.

- (j) Chairperson. There shall be a Chairperson of the Board of Directors, who shall preside over all meetings of the Board, if present. The Chairperson shall be determined by the outgoing Chairperson, and confirmed by a vote of the majority of the Board of Directors. A Chairperson may succeed himself or herself as Chairperson. The Chairman of the Board of Directors is Carl Ey.
- (k) Reimbursement. Members of the Board of Directors shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

Article IV. Meetings of Directors

- (a) Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or without the Commonwealth of Virginia.
- (b) Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given to each Director at least ten (10) days prior to the date of the meeting.
- (c) Regular meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors. Notice of such meeting shall be given to each Director at least ten (10) days prior to the date of the meeting.
- (d) Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, or four (4) Directors, on ten (10) days notice to all Directors, prior to the date of the meeting.
- (e) Quorum, Vote. At all meetings of the Board of Directors, the presence of a majority of the Directors in office, or one-third of the number of Directors fixed by these bylaws, if greater, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall constitute the act of the Board of Directors, unless the affirmative vote of a greater number of Directors is specifically required by law, the Articles of Incorporation, or these Bylaws.
- (f) Adjournment. Whether or not a quorum is present, a majority of Directors present at a meeting of the Board of Directors may adjourn the meeting to another place, date or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which the adjournment is taken, written notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally scheduled. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally scheduled.

- (g) Action by consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consents setting forth the action taken are signed and dated by all of the members of the Board of Directors. Such consents shall be filed with the minutes of the proceedings of the Board of Directors. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last Director signs the consents. Any action so taken shall have the effect of a vote taken at a meeting of the Board of Directors.
- (h) Meetings by Telephone. The members of the Board of Directors may participate in a meeting by means of a tele-conference, telephone call, or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Article V. Notice

- (a) Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director, such notice may be given in writing, by mail, addressed to such Director at his or her post office address as it appears on the current records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States Mail, or turned over to a similar commercial mail carrier. Notice may also be communicated orally, in person or by telephone; or given by telegraph, teletype, email, facsimile, or other form of wire or wireless communication.
- (b) Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Chairperson of the Board of Directors for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person, or is represented at such meeting by proxy, without objecting at the beginning of the meeting to holding the meeting or transacting business at the meeting shall be conclusively deemed to have waived notice of such meeting.

Article VI. Officers.

- (a) Officers. The officers of the Corporation shall be determined at the discretion of the Chairperson of the Board of Directors, as such Chairperson determines or deems desirable. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The vote of greater than two-thirds (2/3) of the Board of Directors shall remove an officer.
- (b) Tenure. An officer shall serve at the discretion of the Chairperson, until resignation by that officer, or removal with or without cause by a vote of two-thirds (2/3) of the Board of Directors.

- (c) Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Article VII. Financial Administration; Books and Records

- (a) Disbursements and Debts. All disbursements of monies or incurrence of debts on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.
- (b) Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Directors.
- (c) Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors; (b) the original copy of the Bylaws, including all amendments thereof to date; and (c) appropriate, correct, and complete books and records of account.

Article VIII. Insurance

- (a) Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability pursuant to applicable laws, the Articles of Incorporation, or these Bylaws.

Article IX. Accounting Period

- (a) Calendar Year. The annual accounting period of the Corporation shall be the calendar year, closing annually on December 31st.

Article X. Amendments

- (a) Bylaws. The Bylaws may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present.
- (b) Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present.

Article XI. Conflict of Interest Policy

- (a) Purpose. The purpose of this Conflict of Interest Policy within the Bylaws is to protect the interests of Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or Director of the Corporation, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to the Corporation.
 - 1) Definitions
 - a) *Interested Person*. Any member of the Board of Directors or principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b) *Financial Interest*. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement,
 - iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement,
 - iv) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature, or
 - v) A financial interest is not necessarily a conflict of interest. Under Article XI(b)2), a person who has a financial interest may have a conflict of interest only if the appropriate board decides that the conflict of interest exists.

(b) Procedures.

- 1) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors.
- 2) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- 3) Procedures for Addressing the Conflict of Interest.
 - a) An interested person may make a presentation to the Board of Directors, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - b) The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- (c) Violations. If the board has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - 1) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (d) Records of proceedings. The minutes of the board shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the name of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's

decision as to whether a conflict of interest in fact exists; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

(e) Compensation.

- 1) A voting member of the Board of Directors who receives compensation from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- 3) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(f) Annual Statements. Each Director shall annually sign a statement which affirms that such person

- 1) Has received a copy of the conflict of interest policy,
- 2) Has read and understands the policy,
- 3) Has agreed to comply with the policy, and
- 4) Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.


(g) Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews of this policy shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (i) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

(h) Use of Outside Experts. In conducting the periodic reviews provided for in Article XI(g), the Corporation may, but need not, use outside advisors. If outside experts are used, their

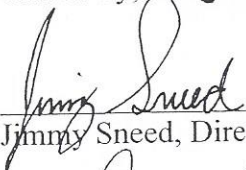
use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

IN WITNESS WHEREOF, I have signed these Bylaws and acknowledge the same to be my act
this 29 day of NOVEMBER, 2010.

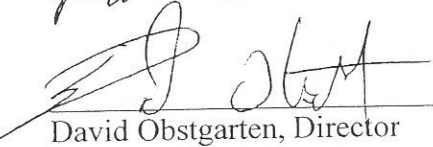
Signature(s) of Board of Directors



Carl S. Ey, Chairman of the Board of Directors



Jimmy Sneed, Director



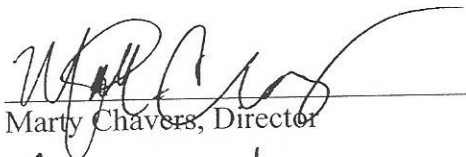
David Obstgarten, Director



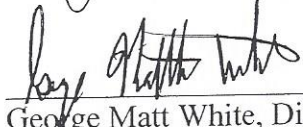
John Kulifay, Director



David Hixson, Director



Marty Chavers, Director



George Matt White, Director



Scott Walsh, Director