

BY-LAWS

OF

Village Lions Rugby Football Club, Inc.

(A New York Not-For-Profit Corporation)

As of March 4, 2015

Article I

Definitions

Section 1.1: As used in these By-laws, unless the context otherwise requires, the term:

“Advisory Board” means a committee of non-Directors that provides advice and recommendations to the Board of Directors.

“Board” means the Board of Directors of the Corporation.

“By-laws” means the initial By-laws of the Corporation, as amended from time to time.

“Certificate of Incorporation” means the initial Certificate of Incorporation of the Corporation, as amended, supplemented or restated from time to time.

“Chairperson” means the Chairperson of the Board.

“Code” means the Internal Revenue Code of 1986, as the same may be amended from time to time.

“Corporation” means Village Lions Rugby Football Club, Inc.

“Director of Rugby” means the Director of Rugby of the Corporation.

“Directors” means the members of the Board of the Corporation.

“Member” means a Member of the Corporation as defined in Section 102(a)(9) of the N-PCL.

“Men’s Match Secretary” means the Men’s Match Secretary of the Corporation.

“Men’s 15s Vice President” means the Men’s 15s Vice President of the Corporation.

“Men’s 7s Vice President” means the Men’s 7s Vice President of the Corporation.

“N-PCL” means the Not-for-Profit Corporation Law of the State of New York, as amended from time to time.

“Officers” means the officers of the Corporation, consisting of the President, Men’s 15s Vice President, Women’s 15s Vice President, Men’s 7s Vice President, Women’s 7s Vice President, Secretary, Treasurer, Men’s Match Secretary, Women’s Match Secretary and the Director of Rugby.

“President” means the President of the Corporation.

“Principal Office” means the principal office of the Corporation, anything in Section 102(a)(11) of the N-PCL to the contrary notwithstanding.

“Secretary” means the Secretary of the Corporation.

“Treasurer” means the Treasurer of the Corporation.

“Women’s Match Secretary” means the Women’s Match Secretary of the Corporation.

“Women’s 15s Vice President” means the Women’s 15s Vice President of the Corporation.

“Women’s 7s Vice President” means the Women’s 7s Vice President of the Corporation.

Article II Name, Address and Purpose

Section 2.1: Name. The name of the Corporation shall be Village Lions Rugby Football Club, Inc.

Section 2.2: Address. The Principal Office shall be located in the City of New York, State of New York. The Corporation may have such offices as from time to time may be designated by the Board.

Section 2.3: Purpose. The Corporation is a nonprofit corporation organized and operated exclusively to foster national or international amateur sports competition, within the meaning of section 501(c)(3) of the Code. The purposes of the Corporation are to encourage men and women to participate in the sport of rugby through organized team play and participation in league competition and tournaments, and to promote an appreciation of rugby. The Corporation shall only engage in activities that are lawful

activities for which a corporation may be organized under the N-PCL. In furtherance of the purposes set forth in Section 4.1 of the Certificate of Incorporation, and not for any other purposes or objectives, the Corporation may exercise to the extent permitted by law the powers set forth in its Certificate of Incorporation.

Article III Members

Section 3.1: Conditions of Membership. Membership in the Corporation is open to all persons, without regard to sex, age, race, religion and sexual orientation. A person qualifies as a Member when he or she (a) has paid membership dues as required and (b) is participating in activities of the Corporation, including but not limited to playing, attending practice sessions and coaching. In the event that a Member is injured, he or she shall maintain the status of a Member as long as such Member continues to express an intent to be a Member and has currently paid his or her membership dues. Only Members shall have voting privileges and be eligible to serve as an Officer.

Section 3.2: Place and Time of Meetings. Members may hold both regular and special meetings. The times and places for holding meetings may be fixed from time to time by the President at the office of the Corporation or such other location within New York City as shall be determined by the Board.

Section 3.3: Annual General Meeting. An annual meeting of all of the Members shall be held during January of each fiscal year, to elect Officers, Directors and transact business.

(i) Notice of the annual general meeting (“AGM”) shall be made electronically on the electronic message board, website or other electronic posting utilized by the Corporation and via email to all Members by the President at least one (1) month prior to the AGM and shall indicate the date, time and location of such AGM.

(ii) Only Members present at the AGM may vote at the AGM. No proxy or absentee votes shall be allowed.

(iii) Members who wish to move a resolution at the AGM must post such resolution on the electronic message board, website or other electronic posting utilized by the Corporation or forward such resolution to the President for posting and inclusion in the agenda of the AGM. Notice of the proposed resolution must include the name of the proposing Member and the name of a seconding Member. Such resolution must be posted at least two (2) weeks prior to the AGM.

Section 3.4: Special Meetings. Special meetings of the Members shall be called by the President with the notice specified in Section 3.5 hereof on the written request of two-thirds of the Members.

Section 3.5: Notice of Meetings of Members. Whenever Members are required or permitted to take any action at a meeting, written or electronic notice shall state the place, date and hour of the meeting and, unless it is an AGM, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

Section 3.6: Quorum. The presence in person of Members entitled to cast twenty-five percent (25%) of the total number of votes entitled to be cast shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Members.

Section 3.7: Action of the Members. Except as otherwise expressly required by the N-PCL, the Certificate of Incorporation or these By-laws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 3.8: Resignation. Any Member may resign from his or her membership in the Corporation at any time. The Corporation shall have no obligation to return or refund any membership dues paid as of the date of resignation. Requirements to later reinstate any Member who has resigned shall be at the sole discretion of the Board.

Section 3.9: Suspension. The Board shall have the power to suspend any or all of the membership privileges of any Member for (i) failure to pay dues or (ii) conduct detrimental to the Corporation as determined by the Board in its sole discretion. The Board shall promptly inform the suspended Member of the reasons for its suspension of the Member's privileges. When the Board suspends any privileges of a Member for failure to pay membership dues, the Board shall inform such Member of the payments required to remove the suspension. Any such suspension shall be immediately lifted upon receipt of payment from such Member. If a Member is suspended for conduct detrimental to the Corporation, the Board shall grant a suspended Member a hearing to discuss and consider the merits of the suspension upon ten (10) business days written notice by the suspended Member, or as soon thereafter as a quorum may be obtained.

Section 3.10: Emergency Suspension. The President, Director of Rugby or any Vice President may, on behalf of the Officers and only after obtaining agreement from a majority of the Officers, suspend a player with immediate effect for a period of no more than one (1) month ("Emergency Suspension"). The Board shall be notified as soon as practicable following an Emergency Suspension and shall either ratify or overturn the Emergency Suspension. If ratified, the Board shall grant a suspended Member a hearing to discuss and consider the merits of the suspension upon ten (10) business days written notice by the suspended Member, or as soon thereafter as a quorum may be obtained.

Section 3.11: Expulsion. A suspended Member may be expelled from the Corporation by unanimous vote of the Board. Prior to any vote on expulsion, the suspended Member

shall be given at least ten (10) days written notice of the meeting where the expulsion will be voted on and allowed to present any arguments against both the suspension and potential expulsion at that time. Expulsion from the Corporation shall be permanent unless a Member is reinstated pursuant to the procedures described in Section 3.12.

Section 3.12: Reinstatement of an Expelled Member. An expelled Member may request reinstatement after a period of not less than eighteen (18) months from the date of the expulsion. Such a request shall be made by the expelled Member to both the Board and the Officers. A two-thirds vote of both the Board and the Officers shall be required for reinstatement.

Section 3.13: Nonvoting Members. The Board may create other types of memberships in the club (e.g., social). Any such memberships shall not (i) entitle such member any voting privileges, (ii) create eligibility to serve on the Board or (iii) be considered a Member.

Article IV Directors

Section 4.1: Powers. Except as otherwise provided in the Certificate of Incorporation and these By-laws, the Corporation shall be controlled by, and the business and affairs of the Corporation shall be managed by or under the direction of, its Board.

Section 4.2: Number, Term of Office and Qualification. The number of Directors constituting the Board shall not be less than three (3) and, subject to such minimum, may be increased or decreased from time to time by an action of the majority of the Members or by the Board. Each Director shall hold office for a term of three (3) years and until a successor is elected and qualified or until the Director's death, resignation or removal.

Section 4.3: Appointment, Removal and Filling Vacancies. Directors shall be elected at the AGM by the Members. Any Director may be removed with or without cause by an action of the majority of the Board. Any vacancy in the Board, whether caused by death, resignation, disqualification, increase in the number of Directors, removal or otherwise, may be filled for the unexpired term by an action of the majority of the Board.

Section 4.4: Resignations. Any Director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time therein specified, shall be effective with respect to such Director's membership on the Board and all committees thereof on which such Director serves and, unless otherwise specified in such resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5: Chairperson. The majority of the Board may elect a Chairperson. The Chairperson shall preside at all meetings of the Board and shall exercise such powers and perform such other duties as shall be determined from time to time by the Board.

Section 4.6: Place and Time of Meetings. The Board may hold meetings, both regular and special. The Board shall meet regularly, not fewer than four (4) times in each calendar year. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to a resolution of the Board) in the notice of meeting.

Section 4.7: Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as agreed by the Board.

Section 4.8: Special Meetings. Special meetings of the Board may be called by any member of the Board upon notice by the means and with the notice specified in Article V hereof.

Section 4.9: Quorum. The presence in person of one-third of the Board, but not less than three (3) Directors, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board, but a majority of a smaller number may adjourn any such meeting to a later date.

Section 4.10: Action of the Board. Except as otherwise expressly required by the N-PCL, the Certificate of Incorporation or these By-laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.11: Meetings by Telephone and Other Electronic Means. Directors or members of any committee may participate in and act at any meeting of the Board or of such committee through the use of conference telephone or other method through which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting.

Section 4.12: Action Without Meeting. Unless otherwise restricted by these By-laws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all of the Board or such committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board or such committee.

Section 4.13: Committees of Directors.

(a) The Board may, by resolution adopted by the majority of the Board, designate one (1) or more additional committees, including an executive committee, each committee to consist of at least one (1) of the Directors. Any such committee, to the extent provided in a resolution passed as aforesaid and to the extent allowed by law, may exercise the powers and authority of the Board in the management of the business and affairs of the

Corporation, provided, however, that no such committee shall be authorized to exercise any of the powers and authority granted to the Board as to the following matters:

- (i) The filling of vacancies on the Board or on any committee;
 - (ii) The amendment or repeal of these By-laws or the adoption of new By-laws;
 - (iii) The amendment or repeal of any resolution of the Board which by its terms shall not be amendable or repealable;
 - (iv) The fixing of compensation of the Directors for serving on the Board or any committee thereof.
- (b) Unless otherwise specified in the resolution designating a committee, at all meetings of such committee, one-half of the total number of members of the committee, but not less than three (3) Directors, shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 4.14: Other Committees. The Board may designate one (1) or more additional committees, including an Advisory Board, each committee to consist of one (1) or more persons, including persons who are not Directors. The number of members of such committee may be changed from time to time by action of the Board. The recommendations of committees created pursuant to this Section 4.14 shall be advisory only and shall not obligate the Corporation, the Board or any committee thereof, to act in accordance therewith. The committees created pursuant to this Section 4.14 shall not have any power or authority to act for or on behalf of the Corporation. Unless otherwise specified in the resolution designating a committee, at all meetings of such committees, one-half of the total number of members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Article V

Notices

Section 5.1: Notice Procedure. Whenever, under the provisions of any statute, the Certificate of Incorporation or these By-laws, notice is required to be given to any Director, such notice shall be deemed given effectively if given in person or by telephone, by regular mail or overnight mail addressed to such Director at such Director's respective address as it appears on the records of the Corporation with postage thereon prepaid, by electronic mail or by facsimile. Unless required otherwise herein or by applicable law, at least five (5) days' notice shall be required for notices sent by regular mail, at least two (2) days' notice for notices sent by overnight mail, and at least one (1) day's notice for notices sent by the other means set forth above.

Section 5.2: Waivers of Notice. Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these By-laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board, or of a committee thereof need be specified in any written waiver of notice unless so required by statute, the Certificate of Incorporation or these By-laws.

Article VI Officers

Section 6.1: Positions. The Officers shall be the President, a Men's 15s Vice President, a Women's 15s Vice President, a Men's 7s Vice President, a Women's 7s Vice President, a Secretary, a Treasurer, a Men's Match Secretary, a Women's Match Secretary and a Director of Rugby. The Board may create additional officer positions as it deems necessary.

Section 6.2: Appointment. The Officers shall be elected by a majority of the Members annually at the AGM, subject to the provisions of Section 6.7 and 6.8. Officers elected must be approved to serve by the Board.

Section 6.3: Compensation. No Officer shall receive compensation.

Section 6.4: Term of Office, Resignations and Removal. Each Officer shall hold office until such officer's successor is chosen and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time in writing by notifying the Board. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any. Any officer may be removed by the Board or a majority of the Members with or without cause. The removal of an officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

Section 6.5: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board or by the Members at any special meeting of the Members, subject to approval by the Board.

Section 6.6: President.

- (i) The President shall have general supervision over the activities of the Corporation.
- (ii) The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or shall be required by statute otherwise to be signed or executed; and, in general, the President shall perform all duties incident to the office of President and/or Chief Executive Officer of a corporation and such other duties as may from time to time be assigned to the President by the Board. The President may appoint one (1) or more advisory committees to assist and advise the President and the Corporation on such matters as the President may from time to time determine. The actions of such a committee shall be advisory in nature and shall not in any way bind the President or the Corporation.
- (iii) The President shall be the liaison between the Officers and the Board.
- (iv) The President shall have the authority to spend Corporation funds except that the President shall not spend more than \$750 of the Corporation's funds on a particular expenditure without the prior approval of the Board.

Section 6.7: Men's 15s Vice President. The Men's 15s Vice President shall be elected from among the male Members of the Corporation and shall act as the liaison between the male Members of the Corporation who participate in the 15s program, the Officers and the Board. The Men's 15s Vice President is primarily responsible for acting as the advocate of the male Members and as the conduit for forwarding all appropriate issues and concerns of the male Members, communicating with male Members and the recruitment of new Members. Only male Members may vote to elect the Men's 15s Vice President.

Section 6.8: Women's 15s Vice President. The Women's 15s Vice President shall be elected from among the female Members of the Corporation and shall act as liaison between the female Members of the Corporation who participate in the 15s program, the Officers and the Board. The Women's 15s Vice President is primarily responsible for acting as the advocate of the female Members and as the conduit for forwarding all appropriate issues and concerns of the female Members, communicating with female Members and recruitment of new Members. Only female Members may vote to elect the Women's 15s Vice President.

Section 6.9: Secretary. The Secretary shall record all the proceedings of the meetings of the Officers in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all special meetings of the Officers and shall perform such other duties as

may be prescribed by the Board or by the President, under whose supervision the Secretary shall be. The Secretary shall have charge of all the books, records and papers of the Corporation relating to its organization and management, shall see that the reports, statements and other documents required by statute are properly kept and filed and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board or by the President.

Section 6.10: Treasurer. The Treasurer shall have the authority to spend Corporation funds except that the Treasurer shall not spend more than \$750 of the Corporation's funds on a particular expenditure without the prior approval of the Board. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books or other records maintained for the purpose full and accurate account of all moneys received or paid for the account of the Corporation; render to the Officers and the Board, at least quarterly, an account of the financial condition of the Corporation and of all financial transactions of the Corporation; exhibit at all reasonable times the records and books of account of the Corporation to any of the Directors upon application at the office of the Corporation where such records and books are kept; and, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or the President. The Treasurer shall present an account of the financial condition of the Corporation to the Members of the Corporation at the AGM, and shall electronically distribute to the Members a summary of the current financial condition of the Corporation at least biannually. The Treasurer shall establish a budget for the income and expenses of the Corporation, and submit such budget to the Board and the Officers at least two (2) weeks prior to the first scheduled match of each season, to be approved by the Officers and the Board.

Section 6.11: Men's Match Secretary. The Men's Match Secretary will be responsible for the day-to-day logistics of men's team competition, including scheduling matches, hiring referees and organizing field setup for home games.

Section 6.12: Women's Match Secretary. The Women's Match Secretary will be responsible for the day-to-day logistics of women's team competition, including scheduling matches, hiring referees and organizing field setup for home games.

Section 6.13: Director of Rugby. The Director of Rugby shall be the primary liaison between the Board and the coaching staff and shall perform such duties as shall be assigned to him or her by the President or the Board.

Section 6.14: Men's 7s Vice President. The Men's 7s Vice President shall be elected from among the male Members of the Corporation and shall act as the liaison between the male Members of the Corporation who participate in the 7s program, the Officers and the Board. The Men's 7s Vice President is primarily responsible for acting as the advocate of the male Members and as the conduit for forwarding all appropriate issues and concerns of the male Members, communicating with male Members and the recruitment of new Members. Only male Members may vote to elect the Men's 7s Vice President.

Section 6.15: Women's 7s Vice President. The Women's 7s Vice President shall be elected from among the female Members of the Corporation and shall act as liaison between the female Members of the Corporation who participate in the 7s program, the Officers and the Board. The Women's 7s Vice President is primarily responsible for acting as the advocate of the female Members and as the conduit for forwarding all appropriate issues and concerns of the female Members, communicating with female Members and recruitment of new Members. Only female Members may vote to elect the Women's 7s Vice President.

Article VII General Provisions

Section 7.1: Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board. The Board may authorize any Officer or Officers, employee or employees, or agent or agents, in the name and in behalf of the Corporation or otherwise, to make any such grants, contributions or assistance.

Section 7.2: Execution of Contracts and Other Instruments. The Board, except as otherwise provided in these By-laws, may prospectively or retroactively authorize any Officer or Officers, employee or employees, or agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

Section 7.3: Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by either the President or the Treasurer of the Corporation.

Section 7.4: Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation with such banks, trust companies, investment banking firms, financial institutions or other depositories as the Board may select.

Section 7.5: Books and Records. There shall be kept at the Principal Office correct and complete records or books of account recording the financial transactions of the Corporation.

Section 7.6: Calendar Year. The Corporation shall have a year ending December 31, until and unless there is a change due to a resolution of the Board.

Section 7.7: Duration. The Corporation shall have perpetual existence.

Article VIII Limitation of Liability

Section 8.1: No Director or Officer shall have personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director or Officer, provided that nothing in this Section 8.1 shall eliminate or limit the liability of any Director or Officer if a judgment or other final adjudication adverse to such person establishes that such person's acts or omissions were in bad faith or were the result of active and deliberate dishonesty or that such Director or Officer personally gained in fact a financial profit or other advantage to which such person was not legally entitled or that such person's acts violated Section 719 of the N-PCL.

Section 8.2: Any repeal or modification of the foregoing Section 8.1 shall not adversely affect any right or protection of a Director or Officer existing at the time of such repeal or modification.

Article IX Indemnification

Section 9.1: Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director, incorporator or Officer or, while a Director, incorporator or Officer, is or was serving at the request of the Corporation as a Director, officer, employee or agent of another entity or enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

Section 9.2: Prepayment of Expenses. To the extent not prohibited by applicable law, the Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article IX or otherwise.

Section 9.3: Claims. If a claim for indemnification or advancement of expenses under this Article IX is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 9.4: Non-Exclusivity of Rights. The rights conferred on any Covered Person by this Article IX shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of these By-laws, the Certificate of Incorporation, agreement, vote of disinterested Directors or otherwise.

Section 9.5: Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a Director, officer, employee or agent of another entity or enterprise shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other entity or enterprise.

Section 9.6: Amendment or Repeal. Any amendment or repeal of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such amendment or repeal.

Section 9.7: Other Indemnification and Prepayment of Expenses. This Article IX shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

Section 9.8: Continuation of Benefits. The right to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article IX shall continue as to a person who has ceased to be a Director or Officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

Section 9.9: Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article IX, the Certificate of Incorporation or under the N-PCL or any other provision of law.

Section 9.10: Binding Effect. The provisions of this Article IX shall be a contract between the Corporation, on the one hand, and each Director and officer who serves in such capacity at any time while this Article IX is in effect and any other person indemnified hereunder, on the other hand, pursuant to which the Corporation and each such Director, officer or other person intend to be legally bound. No repeal or modification of this Article IX shall affect any rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore existing or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon such state of facts.

Section 9.11: Procedural Rights. The right to indemnification and reimbursement or advance of expenses provided by, or granted pursuant to, this Article IX shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board or its independent legal counsel) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board or independent legal counsel) that such a person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

Section 9.12: Election of Applicable Law. Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article IX may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such

notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

Article X Amendments

Section 10.1: These By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, by either a vote of two-thirds of the Members or by a majority of the Officers, in either case subject to the approval of the Board.

Article XI Miscellaneous

Section 11.1: Affiliations. The Corporation is a Member of and under the jurisdiction of the Metropolitan New York Rugby Football Union and its parent organizations, the Northeast Rugby Football Union and USA Rugby.

Section 11.2: Conflict of Interest. The Board shall adopt and periodically review a Conflict of Interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement, which may benefit any Director, Officer, employee, affiliate or member of a committee with Board-delegated powers.

Section 11.3: Club Colors and Kit. The official colors of the Corporation are black and white, with red as a highlight color, including but not limited to numbers and accents. Decisions related to the implementation of the colors, including but not limited to stripes, quarters, solids, hoops within jerseys, socks, shorts and all non-playing merchandise, shall be determined at the sole discretion of either the Board or the Officers, subject to approval by the Board.

Section 11.4: Teams. The Corporation shall consist of both male and female teams, consisting of Members of the Corporation, with the number of sides to be determined by the Board. The Board, in its sole discretion, shall determine eligibility requirements for selection to any of the Club's sides.

Section 11.5: Coaching. The Board shall appoint head coaches for each the Women's and Men's teams. Coaches shall be responsible for selecting his or her coaching staff subject to the oversight of the Director of Rugby and the Board.

Section 11.6: Member Dues. Dues shall be set by the Officers. The Officers shall, in a timely manner, publish a clear policy on when such dues are required to be paid to the Corporation. The Officers may wholly or partially waive dues and/or make exceptions to payment policy for any Member. The Officers may impose additional fees for special

activities for any Members participating in such special activities. Each of the actions taken by the Officers specified in this Section 11.5 is subject to the approval of the Board.

Section 11.7: Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by the Board.

Article XII Document Retention Policy

Section 12.1: Purpose. The purpose of this Document Retention Policy is to establish standards for document integrity, retention, and destruction, and to promote the proper treatment of Village Lions Rugby Football Club, Inc.'s records.

Section 12.2: Policy.

Part 1: General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation-relevant documents and any other pertinent factors.

Part 2: Exception for Litigation-Relevant Documents. Village Lions Rugby Football Club, Inc. expects all Officers, Directors and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Directors and employees should note the following general exception to any stated destruction schedule: If you believe, or if the Corporation informs you, that corporate records are relevant to litigation or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Part 3: Minimum Retention Periods for Specific Categories.

(i) *Corporate Documents.* Corporate records include the Corporation's Articles of Incorporation, By-laws and IRS Form 1023 and Application for Exemption.

Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(ii) *Tax Records*. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(iii) *Employment Records/Personnel Records*. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Other employment and personnel records should be retained for seven (7) years.

(iv) *Board and Board Committee Materials*. Meeting minutes should be retained in perpetuity in the Corporation's minutes book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the Corporation.

(v) *Press Releases/Public Filings*. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(vi) *Legal Files*. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(vii) *Marketing and Sales Documents*. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

(viii) *Contracts*. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(ix) *Correspondence*. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(x) *Banking and Accounting*. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials and supplies and any invoices should be kept for seven (7) years.

(xi) *Insurance*. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(xii) *CIPP Forms*. The teams are required to have an updated CIPP roster at every game and be able to present it if asked by the referee or opposing team. These records should be kept for the duration of the season and for one (1) year after the end of the season in question.

Part 4: Electronic Mail. Email that needs to be saved should be either:

- (i) Printed in hard copy and kept in the appropriate file; or
- (ii) Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article XII
Transparency and Accountability:
Disclosure of Financial Information with the General Public

Section 13.1: Purpose. By making full and accurate information about its mission, activities, finances and governance publicly available, Village Lions Rugby Football Club, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (i) Indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public
- (ii) Indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public
- (iii) Specify the procedures whereby the open/closed status of documents and materials can be altered.

Section 13.2: Financial and IRS Documents. Village Lions Rugby Football Club, Inc. shall provide its Internal Revenue Service Form 990 or 990-EZ, relevant state filings, 1023, By-laws, Conflict of Interest policy and financial statements to the general public for inspection free of charge.

Section 13.3: Means and Conditions of Disclosure. The Corporation shall make “widely available” the aforementioned documents on its website, villagelions.org, to be viewed and inspected by the general public.

(i) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(ii) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(iii) Village Lions Rugby Football Club, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(iv) The Corporation shall inform anyone requesting the information where this information can be found, including the Web address. This information must be provided immediately for in-person requests and within one (1) month for mailed requests.

Section 13.4: IRS Annual Information Returns Form 990 or 990-EZ. Village Lions Rugby Football Club, Inc. shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under federal law, the Corporation’s Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least fifteen (15) days before the Form 990 is filed with the IRS.

Section 13.5: Board.

(i) All Board deliberations shall be open to the public except when the Board passes a motion to make any specific portion confidential.

(ii) All Board minutes shall be open to the public once accepted by the Board, except when the Board passes a motion to make any specific portion confidential.

(iii) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except when the Board passes a motion to make any specific paper or material confidential.

Section 13.6: Donor Records.

(i) All donor records shall be available for consultation by the Members and donors concerned or by their legal representatives.

(ii) No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.

(iii) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

(iv) Donor records shall be made available to the Board when requested.