

AMENDED AND RESTATED

BYLAWS

OF

**VIRGINIA INDEPENDENT SCHOOLS
ATHLETIC ASSOCIATION, INCORPORATED**

May 7, 2012

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ARTICLE I OFFICES

The principal office of the Corporation shall be located at such place, either within or without the Commonwealth of Virginia, as from time to time may be fixed by the Executive Committee.

ARTICLE II MEMBERS

Membership in the Corporation shall be through application and shall be open to any independent school within the Commonwealth of Virginia. Where a vote of the full membership is required by law, or, in the event that the Executive Committee refers other matters to a vote of the general membership, each member school shall be entitled to one vote. Except as otherwise required by law or provided in the Articles of Incorporation or these Bylaws, all voting power shall be vested in the Executive Committee.

ARTICLE III DIRECTORS

3.1. **General Powers.** The property, affairs, and business of the Corporation shall be managed under the direction of the Executive Committee, which shall constitute the Corporation's Board of Directors for purposes of the Virginia Nonstock Corporation Act, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Executive Committee.

3.2. **Number of Directors.** The number of Directors constituting the Executive Committee shall be 12.

3.3. **Election and Removal of Directors, Quorum.**

(a) Members of the Executive Committee are to be selected in the following manner:

The membership shall be divided into four classes Eastern Region (Class I), Central Region (Class II), Western Region (Class III) and Northern Region (Class IV). Each member school shall be entitled to three votes in the election of representatives from the school's region, which must be cast one vote per nominee. Each region shall elect three representatives consisting of two athletic directors or assistant athletic directors (or one athletic director and one assistant athletic director) and one Head of School or Assistant Head of School or other full-time school representative in a comparable position of authority. At least one of the two athletic directors or assistant athletic directors shall be female; provided, however, that if no female athletic director or assistant athletic director is nominated for election in the applicable region, the two

athletic directors or assistant athletic directors (or combination of one athletic director and one assistant athletic director) may be male. The 12 regional representatives thus elected shall comprise the Corporation's Executive Committee.

At the January 2010 meeting of the Eastern Region, representatives of Class I shall be elected to hold office for a term expiring at the first meeting of the Eastern Region held in 2014; at the first meeting of the Central Region held in 2011, representatives of Class II shall be elected to hold office for a term expiring at the first meeting of the Central Region held in 2015; at the first meeting of the Western Region held in 2012, representatives of Class III shall be elected to hold office for a term expiring at the first meeting of the Western Region held in 2016; and at the first meeting of the Northern Region held in 2013, representatives of Class IV shall be elected to hold office for a term expiring at the first meeting of the Northern Region held in 2017. At each first meeting of the applicable region after 2010, the successors to the class of representatives whose terms then shall expire shall be identified as being of the same class as the directors they succeed and elected to hold office for a term expiring at the fourth succeeding annual meeting for the applicable region.

(b) Directors shall hold their offices until their successors are elected, subject, however, to prior death, resignation, retirement or removal from office.

(c) Any vacancy occurring in the Executive Committee may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Executive Committee, and the term of office of any Director so elected shall expire at the next annual meeting of the region that such Director represents and until such Director's successor shall have been duly elected and qualified.

(d) A majority of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Executive Committee. Less than a quorum may adjourn any meeting.

3.4. ***Meetings of Directors.*** Regular meetings of the Executive Committee shall be held three times annually in September, January and May on such dates and at such times and places as shall be fixed by the Executive Committee.

Other meetings of the Executive Committee shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Executive Committee, or upon call of the Chairman of the Executive Committee or a majority of the Directors. The Secretary or other officer performing the Secretary's duties shall give not less than 24 hours' notice by letter, facsimile, telephone or, if given in a manner agreed to by the Directors, electronic transmission (or in person) of all meetings of the Executive Committee, provided that notice need not be given of any meetings held at times and places fixed by resolution of the Executive Committee. Meetings may be held at any time without notice if all of the Directors

are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Executive Committee need not state the purpose of the meeting.

3.5. **Compensation.** By resolution of the Executive Committee, Directors may be allowed expenses for attendance at all meetings.

ARTICLE IV COMMITTEES

4.1. **Committees.** The Executive Committee may establish one or more Committees of the Executive Committee consisting of not less than two Directors. To the extent specified by the Executive Committee, by the Articles of Incorporation, or by these Bylaws, each committee may exercise the authority of the Executive Committee under Section 13.1-853 of the Virginia Nonstock Corporation Act, provided that no Committee shall have power to (a) fill vacancies on the Executive Committee or on any of its committees; (b) amend the Articles of Incorporation pursuant to Section 13.1-885 of the Virginia Nonstock Corporation Act; (c) adopt, amend, or repeal the Bylaws; or (d) approve a plan of merger. Each Committee shall report at the next regular or special meeting of the Executive Committee all action that the Committee may have taken on behalf of the Executive Committee since the last regular or special meeting of the Executive Committee.

4.2. **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 time, place and notice as are specified in these Bylaws for regular and special meetings of the Executive Committee.

4.3. **Quorum and Manner of Acting.** 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 the members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

4.4. **Term of Office.** Members of any Committee shall be elected as above provided and shall hold office until their successors are elected by the Executive Committee, subject, however, to prior death, resignation, retirement or removal from office, or until such Committee is dissolved by the Executive Committee.

4.5. **Resignation and Removal.** Any member of a Committee may resign at any time by giving written notice of his or her intention to do so to the Chairman of the Executive Committee, the Executive Director or the Secretary, or may be removed, with or without cause, at any time by such vote of the Executive Committee as would suffice for his or her election.

4.6. **Vacancies.** Any vacancy occurring in a Committee resulting from any cause whatsoever may be filled by a majority of the Executive Committee.

ARTICLE V

OFFICERS

5.1. ***Election of Officers; Terms.*** The officers of the Corporation shall consist of an Executive Director, an Assistant Executive Director, a Secretary and a Treasurer. Other officers, including a Chairman of the Executive Committee, and assistant and subordinate officers, may from time to time be elected by the Executive Committee. All officers shall hold office until the next annual meeting of the Executive Committee and until their successors are elected. Any person simultaneously may hold more than one office in the Corporation.

5.2. ***Removal of Officers; Vacancies.*** Any officer of the Corporation may be removed summarily with or without cause, at any time, by the Executive Committee. Vacancies may be filled by the Executive Committee.

5.3. ***Duties.*** The officers of the Corporation shall have such duties as generally pertain to their respective offices and such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Executive Committee. The Executive Committee may require any officer to give such bond for the faithful performance of such officer's duties as the Executive Committee may see fit.

5.4. ***Duties of the Chairman of the Executive Committee.*** The Chairman of the Executive Committee shall be a Head of School or Assistant Head of School or other full-time school representative in a comparable position of authority then serving on the Executive Committee. The Chairman need not be an officer of the Corporation. The Chairman of the Executive Committee shall preside as chairman of all meetings of the Executive Committee. The Chairman shall also have such authority as may be lawfully required of or conferred upon him or her by the Executive Committee.

5.5. ***Duties of the Executive Director.*** The Executive Director shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Executive Committee. The Executive Director shall have authority over the general management and direction of the business and operations of the Corporation, subject only to the ultimate authority of the Executive Committee. In the absence of the Chairman of the Executive Committee, or if there is no such officer, the Executive Director shall preside at all meetings of the Executive Committee. The Executive Director 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 Executive Committee or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, the Executive Director shall perform all duties incident to the office of the Executive Director and such other duties as from time to time may be assigned to the Executive Director by the Executive Committee.

5.6. ***Duties of the Assistant Executive Director.*** The Assistant Executive Director shall provide assistance to the Executive Director with respect to the general management and direction of the business and operations of the Corporation and shall have such powers and duties as may from time to time be assigned to such person by the Executive Director or the

Executive Committee. The Assistant Executive Director may sign and execute in the name of the Corporation contracts or other instruments authorized by the Executive Committee, except where the signing and execution of such documents shall be expressly delegated by the Executive Committee or the Executive Director to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

5.7. ***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 Executive Committee. The Treasurer shall be responsible for the following: (a) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (b) the preparation of appropriate operating budgets and financial statements; (c) the preparation and filing of all tax returns required by law; and (d) the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Executive Committee or the Executive Director. The Treasurer may sign and execute in the name of the Corporation contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

5.8. ***Duties of the Secretary.*** The Secretary shall act as secretary of all meetings of the Executive Committee of the Corporation. When requested, the Secretary shall also act as secretary of the meetings of the committees of the Executive Committee. The Secretary shall keep and preserve the minutes of all such meetings in permanent books. The Secretary shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Executive Committee or the Executive Director.

5.9. ***Compensation.*** The Executive Committee shall have authority to fix the compensation of all officers of the Corporation.

ARTICLE VI

MISCELLANEOUS

6.1. ***Seal.*** The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

6.2. ***Fiscal Year.*** The fiscal year of the Corporation shall end on [June 30] of each year.

6.3. ***Checks, Notes and Drafts.*** Checks, notes, drafts and other orders for the

payment of money shall be signed by such persons as the Executive Committee from time to time may authorize. When the Executive Committee so authorizes, the signature of any such person may be a facsimile.

6.4. ***Voting of Shares Held.*** Unless otherwise provided by resolution of the Executive Committee, the Executive Director shall from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote which this Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose stock or securities may be held in this Corporation, at meetings of the holders of the shares or other securities of such other corporation, or to consent in writing to any action by any such other corporation, and shall instruct the person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper in the premises; or, in lieu of such appointment, the President may attend in person any meetings of the holders of shares or other securities of any such other corporation and there vote or exercise any or all power of this Corporation as the holder of such shares or other securities of such other corporation.

6.5. ***Amendment of Articles of Incorporation and Bylaws.*** The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part at any meeting of the Executive Committee by affirmative vote of two-thirds of the Directors.