

The HackRVA Labs, Inc. Corporate Bylaws

October 9, 2013

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ARTICLE I NAME

The Corporation shall be known and recognized in all of its ongoing transactions as [HackRVA Labs, Inc.]

ARTICLE II OFFICES

The principal office of the [HackRVA Labs, Inc.] shall be located in the City of Richmond, State of Virginia The [HackRVA Labs, Inc.], may also have operations at such other places within or outside the State of Virginia as the Board of Directors may from time to time determine.

ARTICLE II MEMBERS

The [HackRVA Labs, Inc.], shall not have members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Board of Directors

The business of [HackRVA Labs, Inc.], shall be governed and controlled by the Board of Directors, which may exercise all such powers and do such lawful acts and things as are not by these Bylaws directed.

Section 4.2 Election and Terms

New board members shall be elected by a majority vote of the existing Board of Directors of [HackRVA Labs, Inc.], for three-year terms and possess such qualifications as may be determined from time to time by the then current Board of Directors; except as provided for filling Board of Directors vacancies pursuant to Section 4.14 of these Bylaws. The Director terms shall be staggered, with A group being reelected every 3rd year starting 2012, B group being reelected every 3rd year starting 2013, C group being reelected every 3rd year starting 2014.

Section 4.3 Number and Qualifications

The Board of Directors shall be comprised of no less than three and no more than fifteen Directors. Whenever the number of Directors is less than nine, the Board Development Committee shall be charged with finding and recruiting suitable candidates for nomination in order to bring the number to at least nine as soon as is practical. A Director shall meet the qualifications and other criteria as established by the Board of Directors.

Section 4.4 Ex Officio Directors

The current and past Presidents of [HackRVA Labs, Inc.], Inc may participate in the function of the Board as Ex Officio Directors. Ex Officio Directors will not be considered in determining a quorum, but will have voting rights equal to any of the currently serving Directors. Ex Officio Directors are not eligible to serve as Chairman.

Section 4.5 Quorum

A majority of Directors shall be necessary to constitute a quorum for the transaction of business. The existence of a quorum shall be determined at the beginning of a meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Director(s), and those remaining may continue to transact business until adjournment, notwithstanding the

withdrawal of enough Directors to leave less than a quorum. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until a quorum shall have been obtained.

Section 4.6 Place of Meetings

The Board of Directors shall hold its meetings at any place either within or out of the State of Virginia as it may from time to time be determined and shall be as specified in the Notice thereof sent to the Board of Directors. Meetings may be held electronically or by other special means.

Section 4.7 Regular and Special Meetings

The Board of Directors shall annually hold a meeting to determine officers at a place determined by the Board of Directors. Special Meetings may be held at any time upon call of either the Chairman, the President or any two Directors, without notice, provided that at least a quorum is present.

Section 4.8 Presiding Officer

The Moderator of the Board of Directors shall be the Chairman, in absence President then, Vice President shall be the Moderator of the Board of Directors.

Section 4.9 Director Voting

At all meetings of the Board of Directors, each Director participating shall have one vote. All voting at Board of Directors meetings shall be by voice vote except when otherwise requested by a majority of the Directors present at the meeting. Email voting and other polling methods may be utilized when the Board deems it appropriate and under such conditions as the Board may impose.

Section 4.10 Majority

Except as otherwise herein set forth or otherwise required by law, the action of a majority of the Director votes at any Board of Directors meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.11 Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting, pursuant to Virginia law, if a consent in writing or by electronic means, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, such consent shall have the same force and effect as a unanimous vote of the Directors.

Section 4.12 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or to the President or other Officer of the Board of Directors of the Corporation. Such resignation shall take effect on the date of receipt of the notice or at such later time as specified in the notice of resignation. Such resignation shall not be submitted effective retroactively. The acceptance of such resignation shall not be a condition to making the resignation effective.

Section 4.13 Removal

Any Director may be removed, with or without cause, at any time by a two-thirds vote of the Board of Directors. Any Director removed by vote of the Board of Directors shall have no right of appeal.

Section 4.14 Vacancy

Any vacancy in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum.

Section 4.15 Contracts and Services

When a Director or an Officer discloses an interest in any present or future transactions to the Board, the disinterested Board has the option to either prohibit the engagement in said activities without the express approval of the board, or to allow Director or Officer in question, to freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that such one or more Directors may also be acting in such Directors individual capacity or may be otherwise interested in the same matters; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which one or more Directors are otherwise personally interested, shall be at arms length and not violate the proscriptions in the Articles of Incorporation against the Corporations use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under applicable sections of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding anything herein to the contrary, no contract or transaction between the Corporation and any of its Directors who have a direct or indirect interest, pecuniary or otherwise, shall be valid unless the interest of each such Director shall have been disclosed or known to the Board of Directors at the time that the contract or transaction was initiated.

Section 4.16 Rules and Regulations

The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Corporation as it may deem proper, provided that such rules and regulations may not be inconsistent with these Bylaws.

Section 4.17 Compensation

No Director shall receive any salary or compensation for performing their duties as a Director, beyond reimbursement for necessary expenses associated with conducting the business of the Corporation. However, the Board of Directors shall have power in its discretion to contract for and pay compensation appropriate to the value of such services to any individual who serves as a Director and who renders services to the Corporation in a non-Director capacity as a contractor to the Corporation, provided the individual was chosen through an open bidding, RFP process, or is approved by majority of the disinterested Directors. Further, Directors may be hired as employees of the corporation for the performance of any non-Directorial function, provided that the hire is approved by disinterested directors and provided that at no time more than 30% of the board are in current employ of the Corporation.

Section 4.18 Powers

All the corporate powers, as are otherwise provided for in these Bylaws and in the laws of the State of Virginia, are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to officers, committees or agents of the Corporation, such powers as it deems appropriate.

Section 4.19 Committees

The Board may create and vest powers to, or dissolve the committees by, a general resolution of the Board. Committees may be comprised of current Directors, officers, employees, volunteers and

general public. Each committee must report on its activities to the Board according to the charter of the particular committee.

ARTICLE V OFFICERS

Section 5.1 Election and Term of Office

The officers of the Corporation shall be elected by the Board of Directors annually at a regular meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may occur. Each officer shall hold office until the first of the following to occur: until such officers successor shall have been duly elected and shall have qualified to be an officer; or until such officers death; or until such officer shall resign; or until such officer shall have been removed in the manner herein provided. Appointment of an officer shall not in itself create contractual rights.

Section 5.2 Number

For legal purposes, the officers of the Corporation shall be the Chairman, President, Vice President, Treasurer, Secretary and such other officers with such powers and duties as may be designated by the Board of Directors. Offices may be held by the same person provided that the President and Treasurer must not be the same person.

Section 5.3 Vacancies

Should any office of the Corporation become vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Board of Directors then in office, although less than a quorum, shall take action to fill such vacancy.

Section 5.4 Chairman

Chairman's additional functions, beyond that of any other board member, shall be facilitating Board meetings and guiding the agenda of the Board.

Section 5.5 President

The President shall have the authority to sign checks, drafts, notes, obligations, contracts and other papers in the name of the Corporation. He/she shall appoint and discharge agents of the Corporation and shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The President may receive a reasonable compensation for the day to day management of the Corporation, provided that receiving such compensation does not adversely affect financial stability of the Corporation. The President, employees, and Directors who contract with the Corporation cannot participate in voting on the compensation for this office. Thus only disinterested Directors, even if less than quorum can vote on the compensation of the president.

Section 5.6 Vice-President

The Vice-President shall have authority similar to that the of the President and shall perform all duties and responsibilities of the President whenever the President is unable to act or non present to act with the exception that the Board shall appoint or elect a new President if the Vice-President is effectively acting as the President for a period exceeding thirty (30) days.

Section 5.7 Treasurer

The Treasurer shall make such payments as shall be necessary or proper to be made on behalf of the Corporation. The Treasurer, or his/her designee, shall enter regularly on the books of the Corporation an accurate account of all monies and obligations received and paid or incurred for or on account of the Corporation, and the Treasurer, or his/her designee, shall exhibit such books at all reasonable times to the Board of Directors, or in such Treasurers discretion, when appropriate, in conjunction with fulfillment of the Treasurers duties as an officer of the Corporation. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer, subject to control of the Board of Directors and shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer, or his/her designee, may endorse on behalf of the Corporation for collection: checks, notes, and their obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer, or his/her designee, shall sign or review all receipts and vouchers. The Treasurer, or his/her designee, has the authority to sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other office or agent of the Corporation. The Treasurer, or his/her designee, shall make such payments as may be necessary or proper to be made on behalf of the Corporation.

Section 5.8 Secretary

The Secretary shall attend and keep the minutes of all Meetings of the Board of Directors. The Secretary shall also keep records of all Resolutions adopted by the Board of Directors and shall maintain a complete and accurate inventory of any and all other records necessary for the administration and running of the Corporation that are not already maintained by the Treasurer. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 5.9 Removal

Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or at any Special Meeting called for that purpose, when in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed. The election or appointment of any officer shall not of itself create contract rights. Any officer proposed to be removed shall be entitled at least three (3) days of written notice by certified mail of the meeting of the Board of Directors at which such removal is to be considered and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The Board may include reasonable "golden parachute" provisions as part of the compensation package.

ARTICLE VI AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents or representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation and to the extent authorized or permitted by law. The appointment of an agent or representative shall not of itself create contract rights.

ARTICLE VII CONTRACTS

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance and unless so authorized by the Board of Directors, no

officer, agent, or employee shall have any power or authority to bind the Corporation by a contract or agreement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE VIII LOANS AND USE OF CORPORATION ASSETS

Section 8.1 Loans

The Corporation shall make no personal loan to its Directors, officers or employees in their private capacity for personal reasons. However, loans may be made to any Director, officer, or employee for a bona fide business reason that has as its purpose the furtherance of the corporation endeavors as stipulated in Article I of these Bylaws. Any Director, officer or employee who assents to or participates in the making of a personal loan not in furtherance of the corporation purposes as defined in Article I of these Bylaws shall be liable to the Corporation for the amount of such loan until the repayment thereof. Whenever any loan not in furtherance of the corporation purposes as defined in Article I of these Bylaws shall be made to any Director, officer or employee, such person shall be subject to removal from office or employment, as the case may be, and such Director, officer or employee shall be liable for immediate repayment of any such loan at a minimum interest rate of 18% per annum.

Section 8.2 Use of Corporate Assets

No Director, officer, employee or other person shall at any time utilize any of the Corporations assets for personal gain or benefit. Violation of this provision by any Director, officer or employee shall subject such Director, officer or employee to removal from office or employment, as the case may be, and such Director, officer or employee shall be liable for immediate reimbursement to the Corporation for the fair market value of such asset. It shall not be a personal benefit for purposes of this Article VIII to receive a loan or payments for a bona fide business reason that has as its purpose the furtherance of the corporation endeavors as stipulated in Article I of these Bylaws.

Section 8.3 Loan Terms

Any permissible Loan made by the Corporation shall be made according to the Terms and Conditions as stipulated by the Directors, provided that, all loans must carry a specific date for repayment and the accrual of interest to be no less than the Federal Funds Bank Rate as published by the Wall Street Journal as of the date the loan is made.

Section 8.4 Loan To the Corporation

Loan made to the Corporation must be issued according to the Terms and Conditions as stipulated by the disinterested Directors, provided that, all loans must carry a specific date for repayment and the accrual of interest that is at most commensurate with market rates, given Corporate credit rating.

ARTICLE IX CORPORATE COMMUNICATIONS

The Board of Directors may designate and stipulate the medium on which to perform and conduct necessary organizational business which is determined to be sensitive, and private to the organization. Special provisions shall be set forth to guarantee the privacy and legitimacy of such communications, as set forth by the board of directors. The media on which to conduct organizational business, such as email and social media, shall be determined by the board, and the relevant officers of the organization. All accounts, and service equipment, to which organization information are attached

shall be owned, and/or controlled by the organization. Further stipulations will be set forth in the Standard Operational Procedures for HackRVA Labs, Inc.