



PARK CITY LACROSSE ORGANIZATION

**BYLAWS OF
PARK CITY LACROSSE
ORGANIZATION, INC.**

BYLAWS
OF
PARK CITY LACROSSE ORGANIZATION, INC.
(A Non-Profit Corporation)
As Restated June 1, 2008

PURPOSE

The purposes of the Park City Lacrosse Organization, Inc. are to (i) promote interest and activity and develop participation in the sport of lacrosse for the youth of Park City, Utah, (ii) educate the youth and broaden public awareness of amateur lacrosse, (iii) encourage athletic achievement, sportsmanship, and leadership through lacrosse programs, events and tournaments among the youth of Park City, and (iv) obtain, manage and expend funds and other resources in furtherance of the foregoing, all within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

OFFICES

1. **Business Offices.** The principal office of the Park City Lacrosse Organization, Inc. (the "Corporation") shall be located in the City of Park City, County of Summit, State of Utah. The Board of Trustees for the Corporation, as may be constituted from time to time (the

“Board”), may change the principal office of the Corporation, if necessary or appropriate from one location to another in said County of Summit, State of Utah. The Corporation may have such other offices either within or outside the County of Summit or State of Utah as the Board may designate if and as the affairs of the Corporation may so require.

ARTICLE II

MEMBERS

1. **Classes of Members.** The Corporation shall have two (2) classes of Members (collectively, the “Members”), which classes shall be designated and have the status of: (i) active voting Members (“Active Members”) or (ii) non-voting Members (“Non-Voting Members”). Additional or different classes of Members may be established by the Board, from time to time, to the extent permitted by these Bylaws.

(a) Each athlete (the “Athlete”) admitted to and registered and participating in the Corporation’s boys or girls lacrosse team programs (together with all related programs under the aegis of the Corporation, collectively the “Program”), and in good standing with a lacrosse team sanctioned by the Corporation, shall have one (1) representative who shall act as and be the Active Member. The Active Member shall and must be a parent or legal guardian of the Athlete, unless the participating Athlete is at least eighteen (18) years of age and is deemed by the Board to be independently financially responsible. If there shall be any disagreement or dispute as to who shall be the Active Member for any given Athlete, that Athlete’s then Active Member shall retain his or her voting rights pending resolution; any agreement or dispute shall be resolved between the disagreeing parties, which resolution, if and when achieved, shall be communicated to the Board in writing and signed by the disagreeing

parties and the associated Athlete, and neither the Board nor the officers of the Corporation shall resolve or attempt to resolve such dispute.

(b) The qualifications for Non-Voting Members, as well as their admission, membership, dues, assessments and other fees, rights, entitlements, suspension, and/or termination, shall be as determined by the Board from time to time, with or without prior notice to the effected Non-Voting Member, in the Board's sole and absolute discretion and judgment.

(c) Qualifications for any class of membership, including any annual or periodic dues or fees required for any such class, may be modified from time to time by the Board. Subject to satisfaction of such qualifications and timely payment of any required dues or fees, membership in the Corporation and in each class thereof shall be open to any person, firm or organization as applicable.

2. **Voting Rights.** Each Active Member shall be entitled to one (1) vote, for each associated Athlete admitted to and registered and participating in the Program and in good standing, on any matter submitted to a vote of the Active Members. Non-Voting Members shall not have any voting rights and not be deemed a "Member" (as that term is used herein) with respect to any and all provisions or these Bylaws relating to voting and voting procedure.

3. **General Rights.** In addition to the rights granted above and elsewhere in these Bylaws, Active Members shall have the right to:

- reasonably request and receive timely notice of all regular Board meetings;
- request and individually or collectively address the Board, at any regularly scheduled Board meetings, provided that the Active Member notifies the Board

(to the attention of either the Corporation's President or Secretary) fifteen (15) calendar days prior to the regular Board meeting;

- review the financial records of the Corporation upon reasonable request, at an appropriate location, and at the Active Member's expense, if any;
- review the minutes of regular Board meetings upon reasonable request, at an appropriate location, with the understanding that certain portions of those minutes may be restricted, redacted or otherwise withheld in order to protect confidential, privileged, sensitive or other information as may be determined in the sole and absolute discretion of the Board;

4. **Termination of Membership.** Membership of a Member may be suspended or terminated by the Board for late payment or non-payment of dues, fees, charges and/or assessments, or due to the suspension or expulsion of an Active Member's Athlete, or for any other reason that the Board, in its sole and absolute discretion and judgment, may deem necessary or appropriate. Moreover, participation in the Program by an Active Member's Athlete may be suspended or terminated by the Board for late payment or non-payment of dues, fees, charges and/or assessments, or for any other reason that the Board, in its sole and absolute discretion, may deem necessary or appropriate.

The Board may suspend or terminate the membership of an Active Member or suspend or expel an Active Member's Athlete, provided that:

- (a) not less than five (5) days prior to such Board action, written notice of the suspension, termination or expulsion is given to the Active Member stating the reasons for such action;
- (b) the Active Member shall have had an opportunity to be heard, not less than two (2) days prior to the effective date of the suspension, termination or

expulsion, either orally or in writing, by three (3) or more members of the Board, who, in turn, shall report their findings to the Board; and

(c) Any Active Member or Active Member's Athlete who is suspended by the Board shall remain so suspended until reinstated by the Board. During any period of suspension, a Member shall not be entitled to exercise any of the rights and privileges of membership in the Corporation.

5. **Resignation.** Any Member or Voting Members Athlete may resign from the Corporation by filing a written resignation with the President or Secretary of the Corporation, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, fees, charges and/or assessments theretofore accrued and unpaid as of the effective date of such resignation.

6. **Reinstatement.** Upon written request filed with the President or Secretary of the Corporation, a suspended or former Member or Voting Member's Athlete may be reinstated to membership in the Corporation by the Board, upon such terms as the Board, in its sole and absolute discretion and judgment, may deem necessary or appropriate.

7. **Transfer of Membership and Property Rights of Members.** Membership in the Corporation is not transferable or assignable. No Member shall possess any property right or interest in or to any of the assets, interests and rights of the Corporation. In the event all memberships are terminated or in the event the Corporation owns or holds any property upon its dissolution and winding up, after the paying or adequately providing for the debts and obligations of the Corporation, the Board shall dispose of the remaining assets of the Corporation in accordance with applicable law. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Corporation.

ARTICLE III

MEETING OF MEMBERS

1. Annual Meetings. An annual meeting of the Members shall be held on the first (1st) Monday of each December at 6:00 PM (MT) (or such other day as determined by the Board) at a time and place as determined by the Board, for the purpose of electing Board members and for the transaction of such other business as may come before the meeting. The failure to hold an annual meeting as required by these Bylaws shall not work as a forfeiture or dissolution of the Corporation or invalidate any action taken by the Board or officers of the Corporation. If the election of the Board members shall not be held on the day designated for any annual meeting or at any adjourned date thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as reasonably practicable. Votes to approve the Board's recommended candidates, or any other nominated candidates for the Board, shall be by written ballot, and a majority of all votes cast at an election at which a quorum of Active Members is present shall be sufficient to elect.

2. Special Meetings. The President of the Corporation, the Board, or not less than one-tenth (1/10) in number of the Active Members having voting rights, may call a special meeting of the Members.

3. Place of Meeting. The Board may designate any place, either within or without the State of Utah, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called by the Members, the place of the meeting shall be at the principal office of the Corporation, but if all the Members entitled to vote consent in writing (either before or after a meeting) to the holding of a meeting at any time and place, either within or without the State of Utah, and a quorum is

present at such meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4. Notice of Members Meeting. Written notice stating the place, day and time of any meeting of Members shall be delivered either personally or by regular mail or electronic mail, to each Active Member, not less than ten (10) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or the Secretary of the Corporation. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated with specificity in the notice. If mailed, the notice of a meeting shall be deemed to be delivered to the Member either when deposited in the United States mail with postage thereon prepaid, addressed to the Member at his or her address as it appears on the records of the Corporation; if by electronic mail, the notice shall be deemed to be delivered to the Member upon confirmable email transmission by the applicable sender. Any Member may waive notice of any meeting before, at, or after such meeting, in either case, by transmitting such waiver to the mailing address or email address of the Corporation as they appear in the records of the Corporation. The attendance in person or by proxy of an Active Member at a meeting shall constitute a waiver of notice of such meeting, except where the Active Member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Active Members entitled to vote with respect to the subject matter thereof.

6. Quorum. The presence at a meeting of one-third (1/3), or such other percentage as may be established by the Board, of the Active Members entitled to vote at such meeting shall constitute a quorum at such meeting. Every act or decision done or made by a majority of a

quorum of the Active Members present at a meeting duly held, shall be regarded as a duly valid, binding and enforceable act of the Corporation. If a quorum is not present at any meeting of Active Members, a majority of the Active Members present may adjourn and continue the meeting from time to time, and shall give written notice to the Members of same.

7. Proxies. At any meeting of Members, an Active Member entitled to vote may vote by proxy executed in writing by the Active Member or his/her duly authorized and attested attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

8. Voting by Mail. Where a vote by the Active Members is required by these Bylaws, such voting may be conducted by regular or electronic mail in such manner as the Board shall determine in its sole and absolute discretion.

ARTICLE IV

BOARD OF TRUSTEES

1. General Powers. The business and affairs of the Corporation shall be managed by the Board, except as otherwise provided in these Bylaws.

2. Number, Election, Tenure and Qualifications. The Board shall consist of not less than three (3) and not more than eleven (11) members. Each Board member shall hold office for a period of two (2) years. Each Board member shall remain in office until his or her successor has been duly elected and qualified, unless assigned or removed sooner. No limit is imposed on the number of consecutive terms a Board member may serve. A member of the Board need not be a Member of the Corporation. The Board may be comprised of Active Members, Non-Voting Members and/or non-Members from the lacrosse or Park City community or who otherwise wish to serve the mission of the Corporation. The Board may, from time to

time, elect one or more honorary trustees of the Corporation who shall be advisory ex officio non-voting members of the Board. Any such election shall be for such term and based on such criteria as the Board from time to time deems appropriate.

3. Annual and Regular Meetings. An annual meeting of the Board shall be held on the first (1st) Monday of each November at 7:00 PM (MT) (or such other day and time as determined by the Board) at a location selected by the Board. Regular meetings of the Board shall be held on the second (2nd) Monday of each January, February, March, May, August, September, October, November, December at 7:00 PM (MT) at a location selected by the Board. The Board may provide by resolution the time and place, either within or without the State of Utah, for dispensing with the holding of any regular meetings of the Board, or the holding of additional regular meetings of the Board, without other notice than such resolution. Board members shall be required to attend sixty (60%) percent of all regular Board meetings in any given twelve (12) month period in order to remain in good standing.

4. Special Meetings. Special meetings of the Board may be called by, or at the request of, the President of the Corporation or any three (3) Board members. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board called by them.

5. Notice of Board Meeting. Written notice stating the place, day and time of any meeting of Members shall be delivered either personally or by regular mail or electronic mail, to each Active Member, not less than seven (7) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or the Secretary of the Corporation. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated with specificity in the notice. If mailed, the notice of a meeting shall be deemed to be delivered to the Board member either when deposited in the

United States mail with postage thereon prepaid, addressed to the Board member at his or her address as it appears on the records of the Corporation; if by electronic mail, the notice shall be deemed to be delivered to the Board member upon confirmable email transmission by the applicable sender. Any Board member may waive notice of any meeting before, at, or after such meeting, in either case, by transmitting such waiver to the mailing address or email address of the Corporation as they appear in the records of the Corporation. The attendance in person or by proxy of an Active Member at a meeting shall constitute a waiver of notice of such meeting, except where the Active Member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. A majority of the number of Board members holding office from time to time in attendance at any meeting of the Board shall constitute a quorum for the transaction of business at such Board meeting. In order to facilitate the business of the Board, the Chairman of the Board, in his or her sole discretion, may permit the attendance by any Board member at any Board meeting by use of telephonic or similar communications means; but if fewer than a quorum of the Board members are present or otherwise participating at said Board meeting, a majority of Board members present may adjourn and reschedule the meeting for another date and time without further notice. At any meeting of the Board, a Board member entitled to vote may vote by proxy executed in writing by the Board member or by his or her duly authorized attorney in fact for scheduled agenda items. No proxy issued in accordance with the preceding sentence shall be valid after forty five (45) days from the date of its execution, unless otherwise provided in the proxy.

7. Manner of Acting. Wherever in these Bylaws there is referenced or required any act or action by the Board the act of a majority of the Board members present at a meeting at which a quorum is present shall be the duly authorized act of the Board, unless the act of a greater

number is required by law or these Bylaws. Any action required or permitted to be taken by the Board may be taken without a meeting of the Board if a majority of all members of the Board shall individually or collectively consent in writing to such action or as otherwise provided by law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board at a meeting at which a quorum is present. This section shall not authorize any Committee of the Board to take any formal action on behalf of the Corporation absent the prior written consent of the Board.

8. Presumption of Assent. A Board member who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files written dissent to such action with the Secretary of the Board before the adjournment thereof or delivers same by personal service or registered mail to the Secretary within five (5) days following the adjournment of the meeting. Such right to dissent shall be deemed waived by any Board member who voted in favor of such action.

9. Vacancies. Any vacancy occurring on the Board and any Board membership to be filled by reason of an increase in the number of Board members shall be filled by the Board. A majority of the remaining Board members, though less than a quorum, or a sole remaining Board member, may fill such vacancies. A Board member elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office until he or she, or his or her successor, is elected.

10. Compensation. Board members, as such, shall not receive any compensation for their services, although the reasonable expenses of attendance at Board meetings may be paid or reimbursed by the Corporation if so authorized by the Board. This shall not be construed to

preclude any Board member from serving the Corporation in any other capacity and receiving compensation therefore if and to the extent authorized by the Board.

11. No Interest in Affairs. No Board member shall possess any property right or interest in or to the assets of the Corporation. In the event the Corporation owns or holds any assets, interests and/or rights upon its dissolution and winding up, after the paying or adequately providing for the debts and obligations of the Corporation, the Board shall dispose of the remaining assets of the Corporation in accordance with applicable law.

12. Removal. Any Board member elected by the Active Members or appointed by the Board may be removed, with or without cause, by the Board. Any Board member previously elected by the Active Members may be removed by a majority vote of the Active Members present at an annual meeting or special meeting of the Active Members where a quorum is present. Any Board member appointed by the Board may be removed at any time by the Board, whenever in the Board's sole discretion and judgment, the best interests of the Corporation would be served thereby. Notwithstanding anything to the contrary herein, any Board member who fails to maintain his or her good standing may be replaced prior to the expiry of his or her then remaining term, subject to the manner in which they were elected or appointed to the Board.

13. Trustee Conflicts of Interest. This Corporation shall not enter into any contract or transaction with (a) one or more of its Board members or a member of an immediate family of a Board member, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the Board member or member of the immediate family of a Board member is a director, officer, legal representative or has a material financial interest, unless the material facts as to the contract or transaction and the interest of the Board member and/or his or her family members are fully disclosed or known to the Board, and the Board authorizes, approves, or ratifies the contract or

transaction in good faith by the Board (not counting any vote that the interested Board member might otherwise have, and not counting the interested Board member in determining the presence of a quorum.) In light of the preceding, the Board shall adopt a policy specifying procedures to be followed by the Corporation in the event it considers approval of any transactions where a conflict of interest exists. Failure to comply with this section “13” shall not invalidate any contract or transaction to which this Corporation is a party. For the purposes of the prior section “13”, the term “immediate family” encompasses the following individuals: spouses, domestic partners, parents, children, children’s spouses or children’s domestic partners, siblings, or spouses or domestic partners of siblings. The term “domestic partner” is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority (or such individual’s spouse, domestic partner, parents, children, children’s spouses or children’s domestic partners, siblings, or spouses or domestic partners of siblings). “Material financial interest” encompasses, but is not limited to, an individual’s relationship (or such individual’s spouse, domestic partner, parents, children, children’s spouses) to an individual or organization with respect to which various rights of the individual exist, whether vested or not yet vested, for payment of dividends, distributions, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the individual or organization.

14. Insurance. This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any individual who is or was a Board member, officer, employee, or member of a Committee (as hereinafter defined

and described) of the Corporation, against any claim which made be made and any liability which may arise or be imposed against such person in his or her capacity as a Board member.

ARTICLE V

INDEMNIFICATION

1. **Indemnification of Trustees, Officers, Others.** The Corporation hereby declares that any individual who serves at the Corporation's request as a Board member, officer, employee, chairperson or member of any Committee, or who acts as an agent or representative of the Corporation as stated in a written resolution of the Board, shall be deemed the Corporation's agent for the purposes of this Article V and shall be fully indemnified by the Corporation against any and all expenses (including attorney's fees), claims, debts, causes of actions, liabilities, judgments, fines, excise taxes, and in settlement payments actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner she/he reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 3 of this Article V, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation, or with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

2. Indemnification Against Liability to the Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person who is covered by section “1” of this Article V shall have been adjudged to be liable for gross negligence or willful or malicious misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person who is covered by section “1” of this Article V shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses or fines which such court shall deem proper.

4. Other Indemnification. The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which any indemnified person herein may be entitled under the Corporation’s articles of incorporation, any agreement, any other provision of these Bylaws, by vote of the disinterested Board members or otherwise, or any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

5. Period of Indemnification. Any indemnification pursuant to this Article V shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article V, and (b) continue as to any indemnified person who has ceased to be a Board member, officer, employee, chairperson or member of my Committee or agent or representative of the

Corporation and shall inure to the benefit of the heirs, successors, assigns and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article V shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person or affect any right of indemnification of such person, with respect to any acts or omissions which may have occurred prior to such repeal or amendment.

6. Insurance. By action of the Board, notwithstanding any interest of the Board members in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the Corporation, whether or not the Corporation, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable provisions of law. Without in any way limiting the effect of section "14" of Article IV, the Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article V.

7. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article V, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement or any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the

person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subordination to the Corporation.

8. Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI-

OFFICERS

1. Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected by the Board in accordance with the provisions of this Article VI. Each officer must be elected from among the members of the Board, unless the Board decides that it would be in the best interests of the Corporation to elect an officer from outside the Board's membership. The President shall be on the Board and, as President, shall be the Chairman of the Board. The Vice-President shall be on the Board, and, as Vice-President, shall be the Vice-Chair of the Board. The Board may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The head coaches of the Park City High School Boys' or Girls' Lacrosse Teams are not eligible to serve as either Chairman of the Board or President of the Corporation.

2. Election of Term of Office. The officers of the Corporation shall be elected every two (2) years by the Board at a regular meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon as reasonably practicable thereafter. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected.

3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever, in the Board's sole and absolute discretion and judgment, the best interests of the Corporation would be served thereby.

4. Vacancies. Any officer may resign for any reason at any time upon giving written notice to the President or the Board. An officer's resignation shall take effect at the time specified in such notice. Acceptance by the Board of such resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board.

5. President. The President, subject to the direction and supervision of the Board, shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business affairs of the Corporation. He or she shall preside at all meetings of the Board. The President may sign, with the Secretary or with any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, notices, or other instruments or documents which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by statute to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

6. Vice-President. During the absence of the President or in the event of inability or refusal of the President to act, the Vice-President shall perform the duties of the President, and

when so acting, shall have all powers of and be subject to all the restrictions which may be imposed upon the President. The Vice-President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.

7. Secretary. The Secretary shall: (i) keep the minutes of the meetings of the Board members in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation, if a seal has been adopted, and see that such seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (iv) keep a register of the post office address and the electronic mail address of each Member which shall be furnished to the Secretary by such member; and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, Vice-President or the Board.

8. Treasurer. The Treasurer: (i) shall have charge and custody of and be responsible for all funds and securities of the Corporation; (ii) receive and give receipts for monies paid to the Corporation from any source whatsoever; (iii) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; (iv) properly and securely maintain the Corporation's books and records of account and financial affairs, and (v) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President, Vice-President or the Board.

9. Surety Bonds. If required by the Board, any officer shall give a bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board shall determine.

ARTICLE VII

COMMITTEES

1. Committee Terms and Regulations Generally.

- (a) **Establishment.** The Board shall be authorized to establish (and dissolve), from time to time in its sole and absolute discretion as and when deemed necessary and appropriate, such committees for such purposes as the Board may determine (a “Committee” or “Committees”).
- (b) **Term of Office.** Each member of a Committee shall serve at the pleasure of the Board and shall continue as such Committee member until the next annual meeting of the Members of the Corporation and until his or her successor is appointed, unless the Committee shall as a whole be sooner disbanded or terminated or unless such member is removed from such Committee or unless such member shall cease to qualify as a member thereof.
- (c) **Chairman.** Unless otherwise specified herein, one (1) member of each Committee shall be appointed by the Board as the chairperson of the particular committee.
- (d) **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments as made in the same manner as original appointments.
- (e) **Quorum.** Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of the majority of the members present at a meeting of a Committee at which a quorum is present shall be the act of the Committee.

- (f) **Rules.** Each Committee may adopt rules governing procedures and for the conduct of its affairs not inconsistent with these Bylaws or with any rules adopted by the Board.

2. Boys' Programs Executive Committee. The Board may by resolution designate a "Boys Program Executive Committee" (the "BPEC"), which shall consist of at least seven (7) Board members. The BPEC will act as the clearinghouse for the review and approval process for actions and matters pertaining to the Boys' Programs and forward planning in that regard. The designation of such BPEC and the delegation thereto of such authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed by law. The BPEC shall regularly report to and be subject to the authority of the Board, and the BPEC shall not take any actions independent of prior Board approval relating to the general affairs, finances and operations of the Corporation generally.

3. Girls' Programs Executive Committee. The Board may by resolution designate a "Girls Program Executive Committee" (the "GPEC"), which shall consist of at least seven (7) Board members. The GPEC will act as the clearinghouse for the review and approval process for actions and matters pertaining to the Girls' Programs and forward planning in that regard. The designation of such GPEC and the delegation thereto of such authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed by law. The GPEC shall regularly report to and be subject to the authority of the Board, and the GPEC shall not take any actions independent of prior Board approval relating to the general affairs, finances and operations of the Corporation generally.

4. Youth Programs Executive Committee. The Board may by resolution designate a "Youth Program Executive Committee" (the "YPEC"), which shall consist of at least seven (7) Board members. The YPEC will act as the clearinghouse for the review and approval process for actions and matters pertaining to the YPEC forward planning in that regard. The

designation of such YPEC and the delegation thereto of such authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed by law. The YPEC shall regularly report to and be subject to the authority of the Board, and the YPEC shall not take any actions independent of prior Board approval relating to the general affairs, finances and operations of the Corporation generally.

5. Other Committees. Other Committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by the Board. Except as otherwise provided in such resolution, members of each such Committee shall be Members of the Corporation and shall be appointed by the Chairman of the Board. Any member of a Committee may be removed by the person or persons authorized to appoint such member whenever in their sole discretion and judgment the best interests of the Corporation shall be served by such removal. To the extent deemed necessary and appropriate by the Board, such Committees of the following kind or nature, without limitation, may be created:

(a) *Capital Committee.*

(b) *Program Committee.*

(c) *Membership and Player Registration Committee.*

(d) *Communications Committee.*

(e) *Coach Selection Committee.*

(f) *Equipment Management Committee.*

(g) *Special Events Committee.*

ARTICLE VIII

STAFFING

1. Head Coach. The Head Coach or the Head Coaches for the Program shall be hired by and with the prior approval of the Board. The Corporation shall enter into an Employment Agreement or similar written document with the Head Coach, upon such terms and conditions as may be approved by the Board. The Head Coach shall report directly to the President and shall perform all functions consistent with similar functions at other like programs within the lacrosse team coaching industry, which functions shall be periodically evaluated and graded.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board may authorize any officers or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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 specific instances, provided, however, that such authorization shall be in writing and be delivered to the officer or agent so authorized.

2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall be from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice-President(s) of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE X

EVIDENCE OF MEMBERSHIP

1. Evidence of Membership. The Board may provide for the issuance of documents evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. The name and address of each Member and the date of issuance of any evidence of membership shall be entered on the records of the Corporation. If any such document shall become lost, mutilated or destroyed, a new evidence may be issued to the Member therefore upon such terms and conditions as the Board may determine.

ARTICLE XI

BOOKS AND RECORDS

1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board and Committees, and the Corporation shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Active Member in good standing, or his or her agent or attorney, for any proper purpose at any reasonable time mutually acceptable and convenient to the Active Member and the officer of the Corporation maintaining such books and records.

ARTICLE XII

DUES

1. Initiation Fees and Annual Dues. The Board may determine and establish from time to time the amount, terms, provisions and conditions of membership or initiation fees, annual dues and/or any other regular, periodic or special fees, charges or assessments payable to the Corporation by Members of each class, as well as determine and establish any appropriate rules and procedures in connection therewith, including rules and procedures for the collection of delinquent dues and assessments, and for the proration, refund or other adjustment of dues and assessments as the Board may deem appropriate.

2. Payment of Dues. Dues shall be payable in advance on February 20th of each year (or such other date as may be established by the Board). Dues of a new Member shall be prorated from the first (1st) day of the month of membership for the calendar year.

3. Default and Termination of Membership. When any Member of any class shall be in default in the payment of any fees or dues, said Member's membership may be suspended or terminated pursuant to and in accordance with section "4" of Article II of these Bylaws.

ARTICLE XIII

MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Corporation shall be from September 1st through August 31st (or as may be otherwise established by the Board).

2. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by

the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

3. Contributions. The Corporation may accept any general purpose or designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Articles of Incorporation. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored to the extent practicable. The Corporation shall retain control over all donated funds (including designated contributions) to assure that such funds will be used to substantially carry out the corporation's tax-exempt purposes.

4. Loans to Board Members. No loans shall be made by the Corporation to any of its Board members or officers.

5. Severability. The invalidity of any provisions of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE XIV

AMENDMENTS

1. Amendments. Amendments to these Bylaws may be made from time to time, and may be proposed by either (i) the Board; or (ii) a written petition signed by a least twenty five (25%) percent of the then current voting Active Members (a "Membership Proposal").

(a) Membership Proposal amendments shall be provided to the Board and the Active Members not less than thirty (30) days prior to any meeting of the Members.

(b) Membership Proposal amendments shall be in writing and shall provide as follows:

1. State who is proposing the amendments.
2. State the section subject to amendment in its entirety, inclusive of all portions that are to be considered for change.
3. Identify by highlighting or underlining any new phrases or addenda with all words to be added.
4. Identify by highlighting or underlining any dropped phrases or deletions with all words to be deleted or stricken.
5. A brief explanation of the reasons for the proposed amendment and the proposed effect thereof if adopted.

(c) Any Membership Proposal changes to the Bylaws shall require the approval of a majority of the Active Members subject to and in accordance with Article III of these Bylaws.