
**AMENDED AND RESTATED BY-LAWS OF
US LACROSSE, INC.**

Dated: June 10, 2017

BY-LAWS OF US LACROSSE, INC.

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CHAPTER 1-- NAME

Section 1.1: The name of this corporation shall be US Lacrosse, Inc.

CHAPTER 2-- DEFINITIONS

Section 2.1: As used in these By-Laws, the term:

- (a) “Act” means the “Ted Stevens Olympic and Amateur Sports Act.”
- (b) “Affiliated Sports Organizations” means organizations that as part of their mission monitor or oversee particular levels and aspects of the sport of Lacrosse, such as the National Collegiate Athletic Association (the "NCAA"), the National Federation of State High School Associations ("NFHS"), and the National Operating Committee on Standards for Athletic Equipment.
- (c) “Amateur Athlete” means any male or female athlete who meets the eligibility standards established by US Lacrosse for the sport of Lacrosse.
- (d) “Amateur Athletic Competition” means a contest, game, tournament, or other event in which only Amateur Athletes compete.
- (e) “Amateur Sports Organization” shall have the meaning ascribed to it in Section 8.1 of these By-Laws.
- (f) “Armed Forces” means the United States Army, United States Navy, United States Air Force, and United States Marine Corps.
- (g) “Board” means the Board of Directors of US Lacrosse.
- (h) “Charter” means the Articles of Incorporation as Amended of US Lacrosse.
- (i) “FIL” means the Federation of International Lacrosse or such other international sports federation(s), if any, recognized by the Board as having jurisdiction over International Amateur Competition in Lacrosse.
- (j) “International Amateur Athletic Competition” means any Amateur Athletic Competition involving teams solely comprised of amateur athletes from two or more countries.
- (k) “Lacrosse” means all of the lacrosse disciplines recognized by US Lacrosse or recognized in the FIL sanctioned styles of play. It shall include the Women’s Game and the Men’s Game as well as other developmental styles of the game.
- (l) “Men’s Game” means the sport of Lacrosse as played in accordance with the rules promulgated by US Lacrosse, the NCAA, the FIL or the NFHS

for male athletes within all competition disciplines.

- (m) “NGB” means a national governing body having those duties and responsibilities as set forth in the Act.
- (n) “Post-Collegiate Clubs” means team organizations, other than professional teams, which engage in post-collegiate Lacrosse competition.
- (o) “Sanction” means a written approval issued by US Lacrosse.
- (p) “US Lacrosse” means US Lacrosse, Inc., a Maryland not-for-profit corporation.
- (q) “Voting Members” means the members of US Lacrosse who have voting rights pursuant to Section 6.4 of these By-Laws.
- (r) “Women’s Game” means the sport of Lacrosse as played in accordance with the rules promulgated by US Lacrosse, the NCAA, the FIL or the NFHS for female athletes within all competition disciplines.
- (s) “Youth” shall mean any male or female individual 18 years of age or younger, who is actively engaged in Amateur Athletic Competition, or otherwise participating in the sport of Lacrosse.

CHAPTER 3-- PURPOSES

Section 3.1: The purposes of US Lacrosse are stated in the Charter. In furtherance of such purposes, US Lacrosse shall serve as the NGB for the sport of Lacrosse in the United States and may serve as the member of the FIL. In furtherance of such purposes, US Lacrosse shall:

- (a) Establish national goals for amateur athletic activities related to the sport of Lacrosse and encourage the attainment of those goals.
- (b) Coordinate and develop amateur athletic activity in the United States relating to Amateur Athletic Competition in the sport of Lacrosse and to promote Lacrosse participation and the development of athletes’ skills at all levels through programs for Lacrosse coaches and officials.
- (c) Exercise exclusive jurisdiction over all matters pertaining to the participation of the United States in the sport of Lacrosse in world championships and other international competitions.
- (d) Promote and support the introduction of the sport of Lacrosse to individuals and communities who are not familiar with or traditionally associated with the sport of Lacrosse in order to promote and enhance the overall diversity of individuals engaged in amateur athletic activities in the sport of Lacrosse.

- (e) Promote, support and expand the participation by Youth in amateur athletic activities in the sport of Lacrosse.
- (f) Promote and support amateur athletic activities in the sport of Lacrosse involving the United States and foreign nations.
- (g) Keep Amateur Athletes informed of policy matters of US Lacrosse and the FIL.
- (h) Promote and encourage physical fitness and public participation in the sport of Lacrosse and the education of the public with respect thereto.
- (i) Assist organizations and individuals concerned with sports in the development of amateur athletic programs for Amateur Athletes in the sport of Lacrosse.
- (j) Protect the right of opportunity, without discrimination on the basis of race, color, religion, age, sex, sexual orientation or national origin, of any Amateur Athlete, coach, trainer, manager, administrator, or official to participate in Amateur Athletic Competition in the sport of Lacrosse.
- (k) Foster the development of amateur athletic facilities for use by Amateur Athletes training for competitions in the sport of Lacrosse and assist in making such facilities available to such athletes.
- (l) Provide and coordinate technical information on physical training, equipment design, officiating, coaching, and performance analysis in the sport of Lacrosse.
- (m) Encourage and support research, development and dissemination of information in the areas of sports medicine, sports science and sports safety related to the sport of Lacrosse.
- (n) Maintain and promote the highest ethical standards in all aspects of the sport of Lacrosse.
- (o) Encourage and provide assistance to amateur athletic programs and competitions for disabled individuals in the sport of Lacrosse including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in Lacrosse competition for able-bodied individuals.
- (p) Encourage and provide assistance to individuals of racial and ethnic minorities for the purpose of increasing the participation of such athletes in the sport of Lacrosse.
- (q) Honor men and women, past and present, who by their deeds as players, coaches, officials, and/or contributors, and by the example of their lives, personify the great

contribution of the sport of Lacrosse to our way of life, and to enshrine such individuals in the Lacrosse Hall of Fame.

- (r) Maintain a museum, depository or showplace for memorabilia, artifacts, equipment, uniforms, written material and documents relating to and descriptive of the sport of Lacrosse and its history, including its Native American origins.
- (s) Perform the duties of an NGB.

CHAPTER 4-- PROHIBITED ACTIVITIES

Section 4.1: No Political Activities. US Lacrosse shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.2: No Lobbying. No substantial part of the activities of US Lacrosse shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

CHAPTER 5-- POWERS OF US LACROSSE

Section 5.1: US Lacrosse shall be autonomous in its governance of the sport of Lacrosse, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control to other organizations, and shall be free from outside restraint. This provision shall not be construed as preventing US Lacrosse from contracting with third parties for administrative assistance and support in connection with its purposes or from delegating to its members the authority to perform certain duties and responsibilities of US Lacrosse as an NGB. In connection therewith, and without limiting any powers granted by applicable state law, US Lacrosse shall have the following powers:

- (a) Represent the United States in all relations with the FIL.
- (b) Serve as a coordinating body for Amateur Athletic Competition in the sport of Lacrosse in the United States.
- (c) Exercise jurisdiction over international amateur athletic activities and sanction International Amateur Athletic Competition held in the United States and sanction the sponsorship of International Amateur Athletic Competition held outside the United States in the sport of Lacrosse, in accordance with the provisions of these By-Laws.
- (d) Conduct Amateur Athletic Competition in the sport of Lacrosse, including regional and national championships and festivals, and International Amateur

Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions except for restricted competition referred to in Paragraph (e) below.

- (e) Designate individuals and teams to represent the United States in International Amateur Athletic Competition (other than the Olympic or Pan American Games) in the sport of Lacrosse and certify, in accordance with the rules of the FIL, the eligibility of such individuals and teams, provided that any Amateur Sports Organization which conducts Amateur Athletic Competition, participation in which is restricted to a specific class of Amateur Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition. If such an Amateur Sports Organization wishes to conduct International Amateur Athletic Competition for Lacrosse either inside or outside the United States, it shall obtain a Sanction from US Lacrosse as provided in Chapter 18 below.
- (f) Facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any of its members and any Amateur Athlete, coach, trainer, manager, administrator, official, or Amateur Sports Organizations, and which arise in connection with their eligibility for and participation in the World Championship competition or other international or national competitions.
- (g) Establish and maintain offices for the conduct of the affairs of US Lacrosse.
- (h) Publish and/or maintain one or more newspapers, magazines, online publications, websites, social and/or professional media sites, or other print or electronic media consistent with its corporate purposes.
- (i) Promote and encourage educational programs in the sport of Lacrosse, including programs that inform the people of the United States of the virtues of good citizenship and sportsmanlike conduct, of the cultural aspects of amateur athletic activities, and of the benefits of physical fitness and participation in amateur athletic activities.
- (j) Take such other actions and engage in such other activities as may be consistent with and in furtherance of the purposes of US Lacrosse.

CHAPTER 6-- MEMBERSHIP

Section 6.1: Eligibility. Membership in US Lacrosse shall be open to any Youth player, adult player, coach, trainer, manager, administrator, official, fan or other individual active or interested in the sport of Lacrosse (collectively “Individual Members”). Additionally, Directors shall be members of US Lacrosse (the “Director Members”).

Section 6.2: Membership Required. Unless such requirement is waived by the Board or the President, any Individual Member wishing to participate as a player, coach, trainer, manager, administrator or official in any formal competition sanctioned by US Lacrosse must be a member of US Lacrosse. For international competitions, Individual Member players must also be declared eligible under the FIL rules to participate.

Section 6.3: Classes of Members. The members of US Lacrosse shall be divided into two (2) classes, one (1) class being comprised of the Director Members, and the other class being comprised of Individual Members. The Board may authorize additional classes of members including, but not limited to, a class or classes for Amateur Sports Organizations, Affiliated Sports Organizations and other organizations. The Board may from time to time establish membership levels and/or categories for Individual Members.

Section 6.4: Rights of Members. Except as otherwise specifically provided in these By-Laws, the members of US Lacrosse shall have such rights and benefits as may be determined by the Board from time to time. The only members who shall have the right to vote on matters on which members are entitled to vote pursuant to these By-Laws or law shall be the Director Members. The Individual Members of US Lacrosse shall not have any voting rights with respect to the election of the Board or any other matter. The members of US Lacrosse shall have the right to an equal opportunity to participate in any Amateur Athletic Competition sanctioned by US Lacrosse without discrimination on the basis of race, color, religion, age, sex, sexual orientation or national origin.

Section 6.5: Membership Dues. The Board shall fix the amount of dues for each class and category of members and for any combination of classes or categories. Such dues shall be fixed on an equitable basis and shall be due and payable on such date or dates as may be determined by the Board. The dues established shall reasonably reflect the rights and services which the member receives within the member classification.

Section 6.6: Individual Member Applications. Any individual eligible for membership may become an Individual Member of US Lacrosse by applying to US Lacrosse indicating which category of membership the applicant wishes to join and making payment of the applicable dues.

Section 6.7: Meetings of Members

(a) Annual Meeting of Members. US Lacrosse shall hold an annual meeting of members to be held on the first day of the US Lacrosse Convention (“LaxCon”), at a time specified by the Secretary or at such other place and time as determined by the Board, to elect directors and to carry on such other business as may properly come before such meeting.

(b) Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the Chair, the President, or by the Vice President or upon the request of a majority of the Voting Members. Special meetings of the members may be limited to the Voting Members, as determined by the person or persons calling the meeting.

(c) Notice. The Secretary shall give, or cause to be given, in accordance with Md. Corp. & Ass'ns Article of the Annotated Code of Maryland, notice of all meetings of members.

(d) Quorum. A quorum at any meeting of the members shall consist of a majority of the Voting Members represented in person or by proxy.

(e) Conduct of Meetings. Meetings of members shall be conducted in accordance with rules and procedures as determined by the Board.

(f) Voting. At all meetings of members, each Voting Member shall be entitled to one (1) vote. Such vote may be in person or by proxy appointed by an instrument in writing subscribed by such member or his or her duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Charter or by these By-Laws.

(g) Informal Action by Members. Except as provided in these By-Laws or the Charter, any action required or permitted to be taken at a meeting of members may be taken without a meeting if a unanimous written consent that sets forth the action and is signed by each Voting Member entitled to vote on the matter is filed with the records of members' meetings.

Section 6.8: Membership Policies. The Board shall have the authority to establish operating policies detailing responsibilities of members.

Section 6.9: Suspension or Removal. Any member, other than a Voting Member, who violates any of the provisions of these By-Laws, or any operating policy of US Lacrosse, may, after due notice, be suspended or removed by decision of the Chief Executive Officer in accordance with policies from time to time adopted by the Board.

CHAPTER 7 – CHAPTERS

Section 7.1: Purpose

The Corporation may recognize separate regional organizations (each a “Chapter”), whose purpose shall be to (a) promote and develop the sport of lacrosse within all competition disciplines in a particular, exclusive geographic region defined for the Chapter by the Corporation; and (b) facilitate the delivery of the Corporation’s support, services and resources to members of the Corporation and Amateur Sports Organizations within the Chapter’s geographic region. Each Chapter shall at all times fulfill the foregoing purposes in accordance with values that most effectively support the mission and vision of the

Corporation, as from time to time established by the Corporation.

Section 7.2: Selection. A regional organization may only be recognized as a Chapter by vote of the Board, after it satisfies conditions established, from time to time, by the Board.

Section 7.3: Governance.

Chapters shall at all times be subject to and act in accordance with the provisions of: (a) the Charter of the Corporation, (b) the By Laws, (c) criteria, rules and regulations from time to time adopted by the Board, and (d) any agreements entered into between the Corporation and the Chapter.

Section 7.4: Termination.

Subject to the terms and conditions of any agreements entered into between the Corporation and the Chapter, a Chapter may be terminated at any time, without cause, by the Board.

CHAPTER 8 – AMATEUR SPORTS ORGANIZATIONS

Section 8.1: Purpose.

US Lacrosse may recognize, as an “Amateur Sports Organization,” any corporation, club, federation, union, association, or other group or entity organized and operating in the United States which (i) sponsors or arranges Amateur Athletic Competitions in the sport of lacrosse; or (ii) has as its focus the sport of lacrosse. The purpose of Amateur Sports Organizations shall be to promote and develop the sport of lacrosse and, if sponsoring or arranging an Amateur Athletic Competition, to facilitate the delivery of support, services and resources to members of US Lacrosse participating in said Amateur Athletic Competition. Each Amateur Sports Organization shall at all times fulfill the foregoing purposes in accordance with values that most effectively support the mission and vision of US Lacrosse, as from time to time established by US Lacrosse.

Section 8.2: Selection. An organization may only be recognized as an Amateur Sports Organization after it satisfies conditions established, from time to time, by the Board.

Section 8.3: Governance.

Any Amateur Athletic Competition sponsored or arranged by an Amateur Sports Organization, and all other operations of an Amateur Sports Organization shall be subject to and be carried out in accordance with the provisions of: (a) the Charter, (b) these By-Laws, (c) any criteria, rules and regulations from time to time adopted by the Board, and (d) any agreements entered into between US Lacrosse and the Amateur Sports Organization.

Section 8.4: Termination.

Subject to the terms and conditions of any agreements entered into between the US Lacrosse and the Amateur Sports Organization, US Lacrosse may terminate its relationship with an Amateur Sports Organization, without cause in accordance with procedures set forth from time to time by the Board.

CHAPTER 9-- BOARD OF DIRECTORS

Section 9.1: In General. US Lacrosse shall be governed by a Board whose members are selected in accordance with the provisions of these By-Laws.

Section 9.2: Authority. The affairs of US Lacrosse shall be managed by the Directors who, unless otherwise prohibited by the Charter, these By-laws or by law, may exercise all the powers of US Lacrosse. The Board shall define the policies to be followed in carrying out the objectives and purposes of US Lacrosse, as set forth in the Charter and these By-Laws.

Section 9.3: Composition. The Board of US Lacrosse shall consist of up to nineteen (19) individuals, comprised as follows:

- (a) The Chair of the Board (the “Chair”);
- (b) The Vice Chair of the Board (the “Vice Chair”);
- (c) The Past Chair of the Board;
- (d) The Secretary of US Lacrosse;
- (e) The Treasurer of US Lacrosse;
- (f) A representative of US Lacrosse Foundation, Inc.;
- (g) A representative of the Intercollegiate Women’s Lacrosse Coaches Association;
- (h) A representative of the Intercollegiate Men’s Lacrosse Coaches Association;
- (i) The chair and vice chair of the Athlete Experience Committee;
- (j) The chair and vice chair of the High Performance Committee;
- (k) The chair of the Member Experience Committee;
- (l) The chair of the Sport Growth Committee; and
- (m) Five (5) at-large.

Section 9.4: Classes. With the exception of the Chair, Vice Chair, Past Chair, Secretary and the Treasurer (collectively the “Board Officers”), the Board shall be divided into two (2) classes, each comprised of seven (7) Directors. Directors shall hold office until the next annual meeting of Directors that coincides with the end of his or her term and until his or her successor is elected and qualified, or until such Director dies, resigns, is removed or becomes disqualified.

Section 9.5: Diversity. US Lacrosse is committed to taking meaningful and intentional actions to promote diversity among the members of the Board. US Lacrosse recognizes the need to promote and enhance diversity throughout the sport of Lacrosse, and diversity among the members of the Board is consistent with and in furtherance of that overall goal.

Section 9.6: Term Limits. Except for Directors serving as officers, Directors may serve no more than two (2) consecutive terms of two (2) years each. Once a Director has served two (2) consecutive terms of two (2) years, he or she shall not be permitted to serve as a Director of US Lacrosse until the expiration of at least one (1) year from the last date of service by such individual as a member of the Board. Any Director who has served two (2) consecutive terms of two (2) years may serve up to three (3) additional terms of (2) years if he or she is elected (i) Vice Chair, or (ii) Chair, if the then serving Vice Chair does not rise to Chair in accordance with these By-Laws. A Director elected to fill a vacancy shall serve for the period remaining of his or her predecessor’s term. A partial term shall not count as a full term and shall not be counted for purposes of the term limits as set forth above. A person’s time spent on a committee, unless that person is a Director, shall not be counted for purposes of the term limits applicable to Directors as set forth above.

Section 9.7: Election of Directors. At the annual meeting of the members, the Voting Members shall elect one (1) of the two (2) classes of Directors based upon a slate of nominees proposed by the Executive Committee.

Section 9.8: Attendance at Meetings. Directors are required to attend all meetings of the Board, and attendance in person is required whenever possible. The Executive Committee shall monitor the attendance of Directors at meetings of the Board and individuals who fail to attend meetings of the Board shall be required to explain the reason or reasons for their absence to the Executive Committee. A Director who fails to attend at least two-thirds of the meetings of the Board during his or her initial term shall not be eligible for re-election to a second term unless the Executive Committee determines that unique and extraordinary circumstances prevented that Director from attending at least two-thirds of the meetings of the Board during his or her initial term, in which case such individual shall be eligible for re-election to a second term.

Section 9.9: Suspension or Removal. A Director may be suspended or removed with or without cause by vote of two-thirds (2/3) of the entire Board then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 9.10: Resignation. A Director may resign by delivering his or her written resignation to the Chair of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to

make it effective unless it so states.

Section 9.11: Vacancies. Any vacancy in the Board may be filled by the Board in accordance with these By-Laws. Each successor shall hold office for the unexpired term or until he or she dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 9.12: Meetings. Regular meetings of the Directors may be held at such time or times as the Directors may determine. At a minimum, the Board shall meet at least three (3) times each year in person. One (1) in person meeting shall constitute the annual meeting of the Board and shall be held in June of each year unless otherwise determined by the Board.

Section 9.13: Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the Chair of the Board (or if there be no such Chair, the president) or by three (3) or more Directors.

Section 9.14: Call or Notice:

(a) Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each Director if either contracts or transactions of US Lacrosse with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles or organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Charter or these By-Laws or unless there is to be considered at the meeting: (i) contracts or transactions of US Lacrosse with interested persons; (ii) amendments to these by-laws; (iii) an increase or decrease in the number of Directors; or (iv) removal or suspension of a Director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided in these By-Laws or applicable law, it shall be reasonable notice to a Director to send notice by mail at least ten (10) days or by electronic mail or telecopier at least five (5) days before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone at least five (5) days before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 9.15: Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 9.16: Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

Section 9.17: Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9.18: Presence Through Communication Device. Unless otherwise provided by law or the Charter, Directors may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Attendance in person at all regular or special meetings is required whenever practicable. Special meetings of the Board may take place entirely through the use of a conference telephone or similar communication device if circumstances require that a special meeting be conducted in such manner, as determined by the Chair of the Board.

Section 9.19: No Compensation. Directors shall be prohibited from receiving any compensation for services rendered in the capacities as Board members, including the payment of money or any other form of in-kind compensation, provided that this restriction shall not prohibit Directors from being reimbursed by US Lacrosse for actual expenses incurred by him or her as a Director, provided that such reimbursement is made in accordance with policies from time to time adopted by the Board.

CHAPTER 10 - COMMITTEES

There shall be the following standing committees of the Board which shall have the membership and duties as set forth below.

Section 10.1: Executive Committee.

(a) The Executive Committee shall consist of the Chair, the Vice Chair, the Past Chair, the Secretary, the Treasurer and up to two (2) other Directors appointed by the Chair. The President of US Lacrosse, Counselor(s) and such other individuals as may be identified by the Chair of the Board shall be entitled to attend meetings of the Executive Committee with voice but without vote.

(b) The Executive Committee shall:

(i) Direct the general operation of US Lacrosse between meetings of the Board and to make decisions otherwise reserved to the Directors on matters that require immediate action between the times of meetings of the Directors;

(ii) Develop and/or enhance as required ethical policies, including, investigating and managing ethical issues that arise within the organization, prioritizing the broader ethical issues affecting the sport of lacrosse and developing ethical resources and standards for the national lacrosse community;

(iii) Review and evaluate individual and collective Board performance, including, the assessment and tracking of current and anticipated needs for Board composition, designing and implementing board orientation and ongoing education programs, and nominating individuals to serve as Board members, officers, committee chairs and the vice chairs of the High Performance Committee and the Athlete Experience Committee; and

(iv) Develop, monitor and enhance strategic plan, including ensuring that the resources and efforts of US Lacrosse are focused on and have the greatest impact on achieving the mission purposes of US Lacrosse.

(c) In carrying out the foregoing purposes, the Executive Committee shall possess and may exercise all the powers of the Board; provided that in no event shall the Executive Committee take any action which would contravene, conflict with or amend the policies, objectives, purposes and express wishes of the Board, and, in addition, the Executive Committee shall not have power or authority as to the following:

(i) The adoption, amendment or repeal of the Charter or these By-Laws;

(ii) The amendment or repeal of any resolution of the Board; or

(iii) Action on matters committed by the By-Laws or a resolution of the Board exclusively to another committee of the Board.

Section 10.2: Finance Committee.

(a) The Finance Committee shall consist of up to seven (7) members, including the Treasurer, who shall be the Chair, and at least one (1) other Director. The Vice President of Finance Administration shall be an *ex-officio* member, with voice and without vote.

(b) The Finance Committee shall:

(i) Review and revise as appropriate, and submit to the Board for adoption, an overall financial plan and annual budget prepared by the Corporation's Vice President of Finance & Administration, and ensure that the foregoing are in alignment with the strategic priorities of the Corporation;

- (ii) Oversee financial planning;
- (iii) Establish policies for and monitor and supervise annual reviews of internal financial controls;
- (iv) Monitor the preparation of all tax forms and licenses as required by law;
- (v) Monitor investments and report to the Board thereon and shall review and make recommendations to the Board concerning all matters relating to investments, including, without limitation, investment policies, performance and the engagement and retention of investment managers and consultants;
- (vi) Arrange for and review an annual audit of the financial operations, and report to the Board thereon;
- (vii) Annually evaluate and make recommendations to the Board regarding business insurance coverage and membership insurance programs to ensure that US Lacrosse and its members are adequately insured;
- (viii) Monitor and make recommendations to the Board regarding risk management policies and practices;
- (ix) Monitor and make recommendations to the Board regarding directors' and officers' liability insurance coverage;
- (x) Develop, review and where necessary, enhance, strategies for the US Lacrosse philanthropic program; and
- (xi) Oversee and review corporate sponsorship and partnership acquisition strategies, as well as identify and pursue contact leads for potential corporate sponsors and partners.

Section 10.3: High Performance Committee

- (a) The High Performance Committee shall consist of up to seven (7) members.
- (b) The High Performance Committee shall consolidate and oversee policies relating to (i) the United States National Lacrosse Teams within all competition disciplines (the “US Team”), including the election and evaluation of US Team coaches and staff in accordance with policies approved by the Board; and (ii) the US Team development program.

Section 10.4: Sports Science & Safety Committee

- (a) The Sports Science & Safety Committee shall consist of up to thirteen (13)

members, including at least one (1) Director. The Chair of the Committee, with the approval of the Executive Committee, may invite representatives of other national organizations that sponsor competitive Lacrosse, such as the NCAA and NFHS, as *ex-officio* members of the Committee, with voice and without vote.

(b) The Sports Science & Safety Committee shall:

(i) Objectively advise the Board and all Committees on matters related to player safety within all competition disciplines;

(ii) Monitor the research program for the US Lacrosse Center for Sport Safety;

(iii) Monitor all medical and health-related matters for the US Team, including staffing requirements and making recommendations to the High Performance Committee on matters of athlete safety; and

(iv) Monitor and analyze data collected through injury surveillance systems and make recommendations to the Board on player injury prevention.

Section 10.5 Athlete Experience Committee

(a) The Athlete Experience Committee shall consist of up to eleven (11) members.

(b) The Athlete Experience Committee shall:

(i) Oversee, in collaboration with the NFHS and the NCAA, the evolution and innovation of the rules of Lacrosse within all competition disciplines;

(ii) Monitor the creation, development, oversight, evolution and delivery of standardized, readily accessible, national resources focused on the recruitment, education and certification curriculums for lacrosse coaches and officials within all competition disciplines;

(iii) Monitor the creation, development, oversight, evolution and delivery of a consolidated program to recognize national and regional excellence in the sport of lacrosse within all competition disciplines; and

(iv) Monitor and oversee the development and promotion of a cultural education program focused on honoring lacrosse's Native American heritage, the encouragement of good sportsmanship and on instilling a commitment to the community at large.

Section 10.6: Member Experience Committee

(a) The Member Experience Committee shall consist of up to seven (7) members.

(b) The Member Experience Committee shall:

(i) Advance strategic priorities by engaging organizations that represent current or prospective members of US Lacrosse;

(ii) Monitor and manage relationships with Amateur Sports Organizations;

(iii) Monitor, develop and/or evolve, where necessary, the Chapter structure relationships in order to advance strategic priorities of US Lacrosse; and

(iv) Oversee the development and promotion of an organizational value proposition designed to maximize membership.

Section 10.7: Sport Growth Committee

(a) The Sport Growth Committee shall consist of up to seven (7) members.

(b) The Sport Growth Committee shall:

(i) Introduce participants and fans to the sport of lacrosse;

(ii) Oversee and, where necessary, enhance the delivery of resources to persons who, for socioeconomic or geographic reasons, do not otherwise have access to the sport of Lacrosse;

(iii) Oversee and, where necessary, enhance grant programs and other resources focused on establishing and sustaining the sport of lacrosse throughout the United States of America; and

(iv) Develop and oversee strategies focused on raising the profile of US Lacrosse and the sport of lacrosse in general.

Section 10.8: Temporary Committees, Subcommittees and Task Forces. The Executive Committee may, subject to the approval of the Board, from time to time appoint such other temporary committees, subcommittees and task forces to perform for a limited time particular duties and functions as the Executive Committee may deem appropriate. Members of any temporary committees, subcommittees or task forces shall be subject to the requirements applicable to committee members contained in this Chapter 10.

Section 10.9: Subcommittees. Committees may, subject to the approval of the Executive Committee, establish subcommittee(s) to carry out the responsibilities of the committee. Any committee wishing to establish a subcommittee shall submit to the Executive Committee a written request which shall include: (i) the purpose of the proposed subcommittee; (ii) the proposed number of subcommittee members; (iii) the names of the individuals who are to be the chair, vice chair (if any) and members of the proposed subcommittee; and (iv) the method of selecting future leaders and members of the subcommittee. In making its determination, the

Executive Committee shall consider whether the proposed subcommittee is consistent with (a) the committee structure contemplated in this Chapter 10; (b) US Lacrosse's purposes and powers, including any strategic priorities; and (c) US Lacrosse's annual budget. Members of any such subcommittees shall be subject to the requirements applicable to committee members contained in this Chapter 10.

Section 10.10: Committees Generally.

(a) The authority of each committee shall be as set forth in these By-Laws or as otherwise established by the Board. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board.

(b) Committees shall make recommendations to the Board for action by the Board.

(c) Either the Chair of the Board or the Chief Executive Officer, with the approval of the Executive Committee, may appoint or remove officers or employees of US Lacrosse as *ex-officio* members of any Committee, with voice and without vote, it being the intention that such officers and employees provide expertise and resources regarding the mission of the Committee and implement the recommendations of the Committee after approval by the Board.

(d) The Chair of the Board and the Chief Executive Officer shall be *ex-officio* members of each committee.

(e) Except (a) as otherwise provided in these By-Laws, (b) as may otherwise be approved by the Executive Committee, or (c) individuals serving on any temporary committee, subcommittee or task force, no one may serve on more than one (1) committee at a time.

(f) Each committee shall have a chair appointed by the Executive Committee, and, at the discretion of the Executive Committee, a vice chair, provided that the High Performance Committee and the Athlete Experience Committee shall at all times have a vice chair who shall automatically become chair at the end of the then serving chair's term. At all times, between the individuals serving as chair and vice chair of the High Performance Committee and the Athlete Experience Committee, one (1) shall be a representative of the Women's Game, and one (1) shall be a representative of the Men's Game. All appointments of the Executive Committee of Chairs and Vice Chairs of Committees shall require the approval of the Board.

(g) Except with respect to the Sports Science & Safety Committee, all committee chairs shall be Directors.

Section 10.11: Appointment. Except as expressly provided for in this Chapter 10, committee members need not be Directors, and each committee member shall be appointed by the Chair of the Board, with the approval of the Executive Committee.

Section 10.12: Diversity. US Lacrosse is committed to taking meaningful and intentional actions to promote diversity among committee members. US Lacrosse recognizes the need to promote and enhance diversity throughout the sport of lacrosse, and diversity among the

members of the committees is consistent with and in furtherance of that overall goal.

Section 10.13: Suspension or Removal. A member of a committee may be suspended or removed with or without cause by the Executive Committee.

Section 10.14: Resignation. A member of a committee may resign by delivering his or her written resignation to the chair of the committee with a copy to the Chair of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 10.15: Vacancies. A vacancy in any committee occasioned by the death, resignation, inability, removal pursuant to Section 10.13, resignation or refusal of a member to serve may be filled by the chair of the committee, subject to the approval of the Executive Committee, except where a vacancy exists with respect to the chair of a committee, which shall be filled by the Chair of the Board and approved by the Executive Committee.

Section 10.16: Term. The term limit applicable to each Board member, including the chair of a committee, serving on a committee shall be the same as the term limit applicable to such Board member's service as a member of the Board. Each individual that serves on a committee who is not a Board member shall be limited to serving on such committee for a maximum of two (2) successive two (2) year terms. A partial term shall not be counted for purposes of the term limits as set forth above.

Section 10.17: Meetings/Communications. Each committee shall establish a regular meeting schedule, which shall include at least three (3) meetings per fiscal year. Special meetings may be called by the Chair or by a majority of the members of the committee upon not less than one (1) days' notice. The time and place of meeting may be fixed by the party making the call. Any action required or permitted to be taken at any meeting may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the committee. Such consents shall be treated for all purposes as a vote at a meeting. Unless otherwise provided by law or the Charter, committee members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10.18: Committee Governance. Unless otherwise expressly provided in these By-Laws, a majority of the members of each committee shall constitute a quorum for the transaction of business, and a majority of committee members voting in the affirmative at a meeting at which a quorum is present shall take action on behalf of the committee. The secretary of each committee or, in the absence of the secretary a temporary secretary appointed by the chair of the committee shall keep a true record of all proceedings, and such records shall always be open for inspection by any Director. Subject to the review and approval of the Executive Committee, each committee and any temporary committee, task force or subcommittee, if any, may adopt rules or procedures for its own governance not inconsistent with the Charter or these By-Laws, provided any such rules or procedures must be approved by the Executive Committee, and with respect to rules or procedures of the Executive Committee, must be approved by the Board.

Section 10.19: No Compensation. Members of committees shall be prohibited from receiving any compensation for services rendered in the capacities as such, including the payment of money or any other form of in-kind compensation, provided that this restriction contained in the preceding sentence shall not prohibit committee members from being reimbursed by US Lacrosse for actual expenses incurred by him or her in serving as a member of a committee , provided that such reimbursement is made in accordance with policies from time to time adopted by the Board.

CHAPTER 11 - OFFICERS AND DUTIES

Section 11.1: Officers. The officers of US Lacrosse shall be elected by the Board at the annual meeting of the Board and shall consist of a Chair, a Vice Chair, a Past Chair, a President and Chief Executive Officer, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board may determine, who shall each have such duties as the Board may determine. The Board may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper. No one person may simultaneously hold more than one such office.

Section 11.2: Chair. The Chair shall be the representative of the Board and shall perform such duties as are assigned by the Board. The Chair shall preside over the meetings of the Board at which he or she is present, shall appoint members of committees in consultation with the Executive Committee, except as otherwise provided in these By-Laws. The person serving as Chair shall automatically become the Past Chair upon the end of his or her term as Chair.

Section 11.3: Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event the Chair is unable to act. The Vice Chair shall discharge such other duties as may be assigned by the Chair or the Board. The person serving as Vice Chair shall automatically become Chair at the expiration of his or her term as Vice Chair.

Section 11.4: Past Chair. The Past Chair shall perform the duties of the Chair in the absence of the Chair and the Vice Chair or in the event that the Chair and the Vice Chair are unable to act. The Past Chair shall discharge such other duties as may be assigned by the Chair or the Board.

Section 11.5: President and Chief Executive Officer. There shall be a paid President who shall be the Chief Executive Officer of US Lacrosse and who shall have the responsibility for the implementation of the policies determined by the Board and for the administration of the business affairs of US Lacrosse. The President shall have all of the powers and duties usually vested in the office of the Chief Executive Officer of a business corporation, and shall carry out the policies of US Lacrosse in accordance with these By-Laws. The President may sign with the Secretary or other proper officer of US Lacrosse authorized by the Board any deeds, bonds, contracts or other instruments which the Board has authorized to be executed. The President shall report to the Chair, the Vice Chair and the Executive Committee in the interim between

Board meetings. The President shall carry-out the foregoing duties within the yearly budget previously approved by the Board, and, all major funding matters and expenditures shall be approved by the Treasurer.

Section 11.6: Vice President(s). The Board may determine to have one or more paid Vice Presidents. The Vice-President, at the request of the Chair or in the absence of the President or during the President's inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be assigned to him/her by the Board, the Chair or the President. If there be more than one Vice-President, the Board may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board, the President may make such determination.

Section 11.7: Secretary. The Secretary shall keep the seal and records of US Lacrosse, supervise the taking, making and distribution of all minutes, attend to the publication of official reports, attest documents, and perform such other functions as usually pertain to that office.

Section 11.8: Treasurer. The Treasurer shall have charge of the funds of US Lacrosse. The Treasurer shall be the Chair of the Finance Committee and shall generally carry-out the duties of Treasurer and such other duties as may be assigned by the Board. The Treasurer shall cause independently audited financial reports of US Lacrosse to be prepared annually and such special reports as may from time to time be called for by or under the authority of the Board. The Treasurer, in consultation with the Finance Committee and the Vice President of Finance & Administration, shall submit for approval at least thirty (30) days before the end of the fiscal year the operating budget of US Lacrosse for the ensuing fiscal year. Such budget, as revised or amended, shall require the approval of the Board.

Section 11.9: No Compensation. The Board Officers shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of US Lacrosse set forth in the Charter, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Any such reimbursement must be made in accordance with policies from time to time adopted by the Board. All other officers of US Lacrosse may be compensated pursuant to employment agreements between US Lacrosse and the officer.

Section 11.10: Bonding. All officers and employees handling funds of US Lacrosse shall be bonded in such amounts as may be determined by the Board. The expense of furnishing such bonds shall be paid by US Lacrosse.

Section 11.11: Term and Removal. The Board Officers each shall serve for a term of two (2) years or until his or her successor has been duly elected and has qualified. All other officers shall serve for a one (1) year term of office. The Board may authorize any officer to remove subordinate officers. The Board Officers only may be removed after due notice and an opportunity to be heard before the Board, and the affirmative vote of two-thirds (2/3) of the

entire Board with or without cause. All other officers may be removed, with or without cause, at any time without notice or hearing upon a majority vote at Board meeting where a quorum is present.

Section 11.12: Vacancies. The Board at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

Section 11.13: Resignation. Any officer may resign their office at any time. Such resignation shall be made in writing and shall take effect from the time of its receipt by the President of US Lacrosse, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

CHAPTER 12 - COUNSELORS

Section 12.1: Counselors. The Board shall select one or more members of the legal profession to serve as Counselor(s). If more than one Counselor is selected, the Chair may appoint one Counselor as the principal Counselor and all references to the Counselor in these By-Laws shall mean the principal Counselor. The principal Counselor shall coordinate the activities of all other Counselors. Counselors shall be elected to two (2) year terms and shall not be subject to term limits. The Counselor(s) shall advise and consult with the Directors, officers and agents of US Lacrosse. The Counselor(s) shall have the right to speak at any meeting of the Board. Except as may be approved by the Board, the Counselor(s) shall receive no salary or other compensation, but may be reimbursed for necessary expenses in accordance with procedures adopted from time to time by the Board.

Section 12.2: Special Counsel. The Board may authorize the appointment of special legal counsel or consultants as may be required from time-to-time at such fees and compensation as agreed upon.

CHAPTER 13 - REPRESENTATIVES TO THE FIL

Section 13.1: Selection. The Executive Committee shall select and approve delegates to the FIL.

Section 13.2: Attendance. Any representative of US Lacrosse selected by US Lacrosse to serve in a position in the FIL in a representative capacity shall be expected to attend appropriate meetings of the FIL and shall submit timely written reports to the Board and to the Executive Committee. Reasonable expenses for all representatives of US Lacrosse to the FIL may be paid by US Lacrosse.

CHAPTER 14 - ACTION AND ATTENDANCE AT MEETINGS

Section 14.1: Effectiveness of Actions. Actions taken at a meeting of the Board or of the Voting Members shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these By-Laws or when an effective date has been recited in the record of the action taken.

Section 14.2: Minutes. The minutes of meetings of the members of the Board, the Executive Committee and any committees shall be distributed prior to the next meeting of such group. Full copies of all approved minutes shall be available upon request of any Director from the President.

CHAPTER 15 - AMENDMENTS TO BY-LAWS

Section 15.1: Necessary Vote. These By-Laws may be amended by the Board by the affirmative vote of at least a majority of the votes cast at a meeting at which at least two-thirds (2/3) of the Directors are present.

Section 15.2: Proposed Amendment. The text (or a summary thereof) of any proposed amendment to be adopted at a meeting shall be sent to the Directors at least fifteen (15) days prior to the meeting at which such action is to be taken.

Section 15.3: Strict Procedure. Except for proposed amendments distributed in accordance with Section 15.2, no amendment may be adopted at a meeting of the Board, except that this section shall not prevent the Board from modifying the text of any proposed amendments at the time of adoption if the modifications do not materially alter the substance of the proposed amendments.

Section 15.4: Effectiveness of Amendments. Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

CHAPTER 16 - ELIGIBILITY

Section 16.1: Eligibility Criteria. The eligibility criteria of US Lacrosse for athletes shall be the eligibility rules pertaining to Lacrosse as issued by US Lacrosse or the FIL or its successor(s) as the appropriate international sports federation(s) for the sport of Lacrosse.

Section 16.2: Rules. Eligibility rules for Lacrosse shall be published from time to time by US Lacrosse.

Section 16.3: Resolution of Eligibility Disputes. All athlete grievances pertaining to eligibility determinations shall be considered "Participation Grievances" and shall be resolved in accordance with Chapter 17, below.

CHAPTER 17 - GRIEVANCE PROCEDURES

Section 17.1: Administrative Grievances. Any Individual Member, Chapter or Amateur Sports Organization (each a “Petitioner”) may file a written grievance with the Chief Executive Officer of US Lacrosse pertaining to any matter within the ambit of US Lacrosse, which shall include, but is not limited to, any alleged violation of any US Lacrosse rule or regulation or these By-Laws.

Section 17.2: Participation Grievances. Any Individual Member athlete, coach, trainer, manager, administrator or official may file a grievance pertaining to any alleged denial, or alleged threat to deny, that individual’s opportunity to participate on any United States National Team in an event sanctioned by either US Lacrosse or the FIL.

Section 17.3: Field of Play Grievances. The final decision of an official during a US Lacrosse sanctioned competition regarding a “Field of Play Decision,” which shall mean a decision left to the official’s discretion by the relevant competition discipline’s rules, shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Participation Grievances, unless the decision is outside the authority of the official to make or is alleged to be the product of fraud, corruption, partiality or other misconduct of the official.

Section 17.4: Filing Requirements.

(a) Exhaustion of Remedies. Prior to filing a grievance, a Petitioner shall first exhaust all local or regional procedures made available to the Petitioner.

(b) Filing Fee. The Board may establish a reasonable fee for filing a grievance, and may establish criteria for waiving the fee due to financial hardship or other reasons.

(c) Statute of Limitations. A grievance filed in accordance with this Chapter 18 shall be filed within thirty (30) days from either: (1) the occurrence of the event or the alleged violation, or (2) when the event or alleged violation became known.

(d) Form. All grievances shall (i) be signed under penalties of perjury; (ii) allege with particularity the nature of the grievance and the facts related thereto; and (iii) state the proposed resolution or remedy sought. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. Where a Participation Grievance is alleged, the Petitioner shall include with the written grievance a list of all other individuals, together with their contact information, that may be adversely affected by the resolution of the grievance.

Section 17.5: Grievance Resolution.

(a) Informal Resolution. Upon receipt of a grievance, the Chair or Chief Executive Officer shall refer it to the appropriate committee Chair for informal resolution. Effort shall be made to resolve all grievances through informal means and on a timely basis.

(b) Formal Resolution. If the Petitioner is not satisfied with the proposed informal resolution, or if no informal resolution is proposed within thirty (30) days of receipt of the grievance by the appropriate committee Chair, the Petitioner may in writing addressed to the Chief Executive Officer request a hearing. Upon such request, the Chief Executive Officer shall promptly appoint a Hearing Panel of three (3) individuals, all of whom shall (i) not have any conflict of interest with regards to the subject matter of the grievance; and (ii) hold the requisite knowledge to appreciate the nature of, and skill to fairly resolve, the alleged grievance. All Members shall have the right to fair notice of the hearing, and, in the case of a Participation Grievance, the Hearing Panel shall determine which additional individuals, if any, must receive notice of the grievance and or any hearing before the Hearing Panel. The Member filing the grievance shall be responsible for providing appropriate notice to those individuals. Any individual so notified shall then have the option to participate in the proceeding as a party. Any individual selected by the Hearing Panel in accordance with the above shall be bound by the decision of the hearing panel, even though the individual chose not to participate as a party.

(c) Hearing Procedure. At the hearing, all interested parties shall have the right to counsel, to present evidence in support or opposition to the grievance, to examine and cross-examine witnesses, and to present such factual or legal claims as will support their position. The Hearing Panel shall produce a summary record of the hearing. The hearing may be conducted by telephone with the consent of all parties. All burdens of proof shall be on the party filing the grievance.

(d) Decision. Promptly following the conclusion of the hearing, the Hearing Panel shall report its recommendations to the Executive Committee and all interested parties. The Executive Committee shall then decide to accept, modify or reject the recommendations of the Hearing Panel or send the matter back for further proceedings at the Hearing Panel level.

(e) Submission to Arbitration. If any party is dissatisfied with a decision, the party's sole remedy is an appeal to the American Arbitration Association pursuant to the Commercial Arbitration Rules of the American Arbitration Association then in effect. Such a demand for arbitration shall be submitted in writing within thirty (30) days of the appealing party's receipt of the decision described in Section 17.5(d) above. The arbitration shall be final and binding and shall be conducted on a timely basis and as set forth in Section 18.5, below.

(f) Expedition of Procedures. The Chair of the Board or the Chief Executive Officer may, in his or her sole discretion, expedite the time frame of the grievance procedures set forth herein. The Chair of the Board or the Chief Executive Officer shall at all times seek to accomplish a timely resolution of all grievances.

Section 17.6: Costs of Proceedings. If a matter is submitted to arbitration pursuant to Section 17.5(e), above, the arbitrator may in his/her sole discretion assess the losing party and award to the prevailing party an amount equal to the prevailing party's costs associated with the arbitration, including reasonable attorneys' fees, if the arbitrator shall determine the position or arguments of the losing party is frivolous or without merit. Except as set forth in the foregoing

sentence, the Petitioner and any other interested party shall bear his, her or its own expense incurred in connection with the grievance proceedings.

CHAPTER 18 - SANCTIONING OF AMATEUR ATHLETIC COMPETITION

The Board may from time to time establish an impartial policy concerning the sanctioning of Amateur Athletic Competition in Lacrosse, which policy shall be consistent with the principles of the Act.

CHAPTER 19 - CONFLICT OF INTEREST AND ETHICAL PRACTICES

Section 19.1: Conflict of Interest. If any officer, or member of the Board, Executive Committee, or any other Committee, has a financial interest in any contract or transaction involving US Lacrosse, such individual shall not participate in the evaluation or approval of such contract or transaction. The member must disclose such conflict to US Lacrosse. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members present at the meeting, provided a quorum is present, or if the votes of the disinterested directors are insufficient to constitute an act of the Board or Committee by the unanimous vote of the disinterested directors, provided the contract or transaction is fair to US Lacrosse at the time it is authorized.

Section 19.2: Ethical Practices. The Board shall adopt a written code of conduct and ethical practices for US Lacrosse which may contain the requirement that each officer, Director, committee or subcommittee member, and each key employee of US Lacrosse annually agree in writing to abide by such code.

CHAPTER 20 - INDEMNIFICATION

Section 20.1: US Lacrosse may indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of US Lacrosse, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity, or in connection with an appeal therein. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if US Lacrosse approves such settlement as provided in Section 21.2. An individual referred to above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of US Lacrosse, and in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of US Lacrosse.

Section 20.2: Any amount payable as indemnification pursuant to this Chapter shall be determined and paid by US Lacrosse upon a determination by majority vote of the Board, not including those members who have incurred expenses in connection with the litigation of which indemnification is sought, that the individual in question has met the standard of conduct set forth in Section 20.1. If no such disinterested Board members are available, the required determination may be made either by the Counselor of US Lacrosse in a written opinion, or by such other means as may be permitted by applicable law.

Section 20.3: Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by US Lacrosse in advance of a final disposition of such litigation upon the request of such person and receipt of a written commitment by such person to repay the amount advanced if it is determined under Section 20.2 hereof that such person is not entitled to indemnification pursuant to this Chapter.

Section 20.4: The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Chapter. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Chapter.

CHAPTER 21 - ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

Section 21.1:

(a) Depositories. The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of US Lacrosse.

(b) Imprest Accounts: The Board may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one officer or employee.

Section 21.2: Bonding. Corporate fidelity bonds shall be obtained at the expense of US Lacrosse in a form and amount as may be required by the Board, indemnifying US Lacrosse against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of US Lacrosse.

Section 21.3: Audit Schedule. The Board shall select an independent certified public accountant to audit the books and financial records of US Lacrosse. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonably possible, a copy of the audited financial statements shall be available to the members of US Lacrosse upon request.

Section 21.4: Contracts. All contracts not in the ordinary course of affairs of US Lacrosse, shall be examined and approved for form by a Counselor of US Lacrosse, prior to execution. The contents of any contract affecting a standing committee shall, during the negotiation phase, be communicated to the appropriate committee and to a Counselor. Unless

otherwise directed by the Board, all written contracts shall be executed on behalf of US Lacrosse by the President.

CHAPTER 22 - PRINCIPAL OFFICE

The principal office of the corporation shall be located in the state of Maryland, provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board.

CHAPTER 23 - GENERAL

Section 23.1: Fiscal Year. The corporation shall keep its books of account and records on the basis of a fiscal year ending December 31.

Section 23.2: Rules of Order. Questions of order shall be decided by the presiding officer in accordance with the most recent edition of Robert’s Rules of Order, except that in the event of a conflict between these By-laws and Robert’s Rules of Order, these By-laws shall prevail. A motion to table will not be debatable. The Counselor shall serve as parliamentarian.

Section 23.3: Gender. Use of the feminine herein shall also refer to the masculine and the use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided or dictated by the context of the usage. The use of the singular herein shall also refer to the plural, unless the context requires otherwise.

CHAPTER 24 – TRANSITIONAL PROVISIONS

Section 24.1: Transitional Provisions. To effect the modifications to terms of the officers, directors and members of committees, reflected in the By-Laws as modified on June 10, 2017 (the “Adoption Date”), the following transitional rules shall apply:

(a) Solely for purposes of the election of Directors for the year beginning August 1, 2017, the Directors shall elect seven (7) Directors, to a term expiring July 31, 2018, and shall elect seven (7) Directors, and the Board Officers serving as Directors, to a term expiring July 31, 2019. The one (1) year term served by the Directors elected to serve until July 31, 2018 shall not count as a full term, and any Director so elected may serve an additional two (2) terms of (2) years each.

(b) The following are elected to a one (1) year term as Director to serve until the later of July 31, 2018 or until his or her successor has been duly elected and qualified:

- Calkins, Ed - Vice Chair
- Cooney, Gordon - US Lacrosse Foundation
- Davis, Ahngelique - At-Large
- Garlinghouse, Kristen - At-Large
- Levy, Jenny - IWCLA

Lichtfuss, Skip	-	High Performance Committee vice chair
Morgan, Rich	-	Past Chair
Murray, Kristen	-	Chair
Phillips, Anne	-	High Performance Committee chair

(c) The following are elected to a two (2) year term as Director to serve until the later of July 31, 2019 or until his or her successor has been duly elected and qualified:

Aiello, Don	-	Member Experience Committee chair
Anderson, Melissa	-	Athlete Experience Committee chair
Dardani, Ted	-	At-Large
DeTomasso, John	-	At-Large
Graffy, George	-	Treasurer
Hearn, Katie	-	Secretary
Hugdahl, Scott	-	Athlete Experience Committee vice chair
Lockett, Marc	-	Sport Growth Committee chair
Murphy, Mike	-	IMCLA
Woodson, Chazz	-	At-Large

(d) Any service as a Director, Board Officer or member of a Committee prior to August 1, 2017 shall not be counted against any term limit contained in these By-Laws.

(e) Notwithstanding anything to the contrary contained in the Amended and Restated By-Laws of US Lacrosse in effect prior to the Adoption Date, or these By-Laws, the term of all Directors, Board Officers, committee and subcommittee members serving as of the Adoption Date shall expire at 11:59 p.m. on July 31, 2017.

Section 24.2: This Chapter 24 shall be stricken from the By-Laws without further action of the Board on July 31, 2020.