

BY-LAWS OF

Sweetwater Lopes Lacrosse Club

Section 1. NAME, PURPOSE, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Name.

The name of the Corporation shall be Sweetwater Lopes Lacrosse Club.

1.2 Purposes.

The purposes of the Corporation shall be:

- (a) To promote the development and growth of the sport of lacrosse through the formation of a youth lacrosse league comprised of active youth lacrosse programs Sweetwater County, Wyoming and the affiliation of such youth lacrosse leagues with U.S. Lacrosse, Inc.
- (b) To promote and develop through the operation of a youth lacrosse league knowledge of the rules and skills of lacrosse;
- (c) To promote and develop through boys and girls participating in youth lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials and players;
- (d) To develop, promote and provide opportunities for coaches and officials to receive training on the rules and skills of lacrosse and the skills necessary to enable coaches and officials to serve as positive role models for boys and girls participating in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork and the building of character; and
- (e) In general, to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.

1.3 Location.

The principal office of the Corporation in Wyoming shall be located at 305 Agate St., Rock Springs, WY 82901. The Directors may change the location of the principal office in Wyoming effective upon filing a certificate with the Secretary of State of Wyoming or in such other manner as may be required by the laws of such jurisdiction of organization of the Corporation.

1.3 Corporation Seal.

The Directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise decided by the Directors, will end on the last day of December each year.

Section 2. VOTING MEMBERS

There shall be no voting members of the Corporation.

Section 3. NONVOTING MEMBERS

3.1 Program Members.

Each youth lacrosse program admitted by the Board of Directors to membership in the Corporation shall constitute a nonvoting member of the Corporation (a "Program Member"). The following requirements and rights shall be applicable to the admission by the Board of Directors of a Program Member to the Corporation;

(a) Any city or town in Sweetwater County shall be eligible for admission to the Corporation as a Program Member if such city or town has an active boy or girls youth lacrosse program. The youth lacrosse program shall be active if the city or town sponsors one or more boys or girl's youth lacrosse teams that actively participates or will actively participate in games involving youth lacrosse programs sponsored by other cities and towns. In order to be eligible for membership in the Corporation as a Program Member, any such youth lacrosse program shall include boys and/or girls aged 8 to 18 in at least two teams. The requirement that a youth lacrosse program field at least two teams may, however, be waived by the Board of Directors for a "start up" youth lacrosse program. Any such waiver by the Board of Directors shall constitute a "Major Decision", as more particularly described in Section 4.12.1 below;

(b) Notwithstanding the foregoing, the Board of Directors expressly reserves the right from time to time to admit as a Program Member of the Corporation such other youth lacrosse programs as the Board of Directors may determine satisfy generally the requirements for membership as a Program Member even though such youth lacrosse programs are not sponsored by a city or town. Any such decision of the Board of Directors shall constitute a Major Decision;

(c) The Board of Directors may from time to time require the payment by each Program Member of an annual membership fee in an amount established by the Board of Directors. Any decision as to whether to charge a membership fee and the amount of the membership shall constitute a Major Decision by the Board of Directors;

(d) Each Program Member shall be entitled to one representative on the Board of Directors of the Corporation. The identity of the representative on the Board of Directors of each Program Member shall be determined individually by each youth lacrosse program, in its sole discretion, subject to the right of the Board of Directors to remove any member of the Board of Directors with or without cause as hereinafter provided;

(e) The Board of Directors shall be entitled to establish such other criteria and qualifications for membership in the Corporation as a Program Member as the Board of Directors may determine from time to time, and any such determination shall constitute a Major Decision; and

(f) The Board of Directors may remove any Program Member from membership in the Corporation with or without cause at any time. Any proposed removal of a Program Member from membership in the Corporation with cause shall require that the Program Member be provided with reasonable notice and an opportunity to be heard. Any decision to remove a Program Member from membership in the Corporation, either with or without cause, shall constitute a Major Decision.

3.2 Other Nonvoting Members.

There may be other classes of nonvoting members, who shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities except as may be specifically delegated to them by the Directors. The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

Section 4. BOARD OF DIRECTORS

4.1 Number and Tenure.

Each Program Member shall be entitled to appoint one member of the Board of Directors to represent such program on the Board of Directors. The Directors annually at their annual meeting shall fix the number of Directors. At any special or regular meeting, the Directors in office may increase the number of Directors for the purpose of permitting a new Program Member to appoint one member of the Board of Directors to represent such program on the Board of Directors. At any special or regular meeting, the Directors may decrease the number of Directors, but only to eliminate vacancies existing by reason of resignation, removal or disqualification of one or more Directors, under circumstances in which the Program Member that appointed any such Director that resigns, is removed or disqualified either fails or is not entitled to appoint a replacement Director.

4.2 Tenure.

Each Director 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 appointed and qualified, or until such Director dies, resigns, is removed or becomes disqualified.

4.3 Powers.

The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation.

4.4 Committees.

4.4.1 Executive Committee.

The Executive Committee shall be comprised of the president, the vice president, the treasurer, the clerk, the immediate past president (but only during the year immediately following the last year of his or her presidency) and the Chairperson of each of the other committees of the Corporation. The Executive Committee shall have all of the powers of the Board of Directors in the interim between meetings of the full Board of Directors, provided that the Executive Committee shall not be empowered to modify any action taken by the Board of Directors. The Executive Committee shall meet at least twice each year. One meeting of the Executive Committee shall precede the annual meeting of the Board of Directors and shall take place no more than six (6) months prior to the annual meeting of the Board of Directors. The second meeting of the Executive Committee shall take place during

4.4.1 Executive Committee (cont.)

the spring youth lacrosse season on a date and at a time specified by the president of the Corporation. Notice of each meeting of the Executive Committee shall be sent in writing by the clerk by mail to each member of the Executive Committee at his or her address as it appears on the books of the Corporation, at least fourteen (14) days before the date set forth the meeting. Special meetings may be called by the president or by a majority of the members of the Executive Committee at any time, upon forty-eight (48) hours written, telephone or person-to-person notice. The clerk shall also send written notice of each meeting of the Executive Committee to all other members of the Board of Directors, and any member of the Board of Directors shall be entitled to attend any meeting of the executive Committee. At all meetings of the Executive Committee, a majority of the members of the Board of Directors then serving on the Executive Committee shall constitute a quorum. The clerk of the Executive Committee shall keep minutes of each meeting in a book kept for that purpose and shall promptly send a copy of the minutes of each meeting of the Executive Committee by mail to each member of the Board of Directors. A vacancy on the Executive Committee occasioned by the resignation, inability or refusal of a member to serve may be filled by the president. Any action by the Executive Committee may be taken without a meeting if a written consent is signed by all members of the Executive Committee and filed with the records of the Executive Committee meetings. Such consent shall be treated as a vote of the Executive Committee for all purposes.

4.4.2 Membership Committee.

There shall be a Membership Committee comprised of at least five and no more than seven individuals, at least three of whom shall be members of the Board of Directors. The remaining members of the Membership Committee are not required to be members of the Board of Directors. All Committee Members shall, however, be affiliated in some manner with a Program Member. The president shall appoint the members of the Membership Committee. The Membership Committee shall recommend to the Board of Directors the requirements applicable to a lacrosse program becoming a Program Member. The Membership Committee shall recommend to the Board of Directors age requirements applicable to the participants in each Program Member's youth lacrosse program and it shall make recommendations to the Board of Directors with respect to any variances with respect to any such age requirements. The Membership Committee shall make recommendations to the Board of Directors with respect to membership fees. The Membership Committee shall recommend to the Board of Directors rules of conduct for coaches and players participating in youth lacrosse games. The Membership Committee shall make recommendations to the Board of Directors regarding noncompliance by a team with the membership and conduct requirements. The Chairman of the Membership Committee shall be a member of the Board of Directors and shall be appointed by the president of the Corporation.

4.4.3 Rules Committee.

There shall be a Rules Committee comprised of at least five and no more than seven individuals, at least three of whom shall be members of the Board of Directors. The remaining members of the Rules Committee are not required to be members of the Board of Directors. All Rules Committee Members shall, however, be affiliated in some manner with a Program Member. The Rules Committee shall be responsible for reviewing and recommending to the Board of Directors the rules applicable to league play, which shall be based upon the youth lacrosse rules promulgated by US Lacrosse which are included as part of the National Federation of High School Rules governing the sport of lacrosse. Any deviation from the youth rules promulgated by US Lacrosse shall be subject to the approval of the Board of Directors based upon the recommendation of the Rules Committee, and any such approval shall constitute a "Major Decision", as more particularly described in Section 4.12.1 below. The Rules Committee shall also be responsible for the review of equipment related issues, and it shall make recommendations to the Board of Directors as to mandatory equipment for participation in league play. The Rules Committee shall be responsible for determining the availability of insurance for Program Members, and it shall make recommendations to the Board of Directors with respect to the appropriate role of the Corporation in satisfying the insurance requirements of any Program Member. The Rules Committee shall also make recommendations to the Board of Directors with respect to any requirements applicable to officials who officiate league games, and it shall identify and make recommendations to the Board of Directors with respect to appropriate strategies and initiatives that are designed to improve the overall officiating of league games. The Chairman of the Rules Committee shall be a member of the Board of Directors and shall be appointed by the president of the Corporation.

4.4.4 Scheduling Committee.

There shall be a Scheduling Committee comprised of at least five and no more than seven individuals, at least three of whom shall be members of the Board of Directors. The remaining members of the Scheduling Committee are not required to be members of the Board of Directors. All Scheduling Committee Members shall, however, be affiliated in some manner with a Program Member. The Scheduling Committee shall be responsible for coordinating the annual scheduling of league games, and it shall make recommendations to the Board of Directors with respect any policies or procedures applicable to the scheduling of league games. The Scheduling Committee shall establish and recommend to the Board of Directors an overall league structure, including geographic divisions, the establishment of different team skill levels to promote competitive play and requirements applicable to league games and standings within the league. The Scheduling Committee shall establish and recommend to the Board of Directors a format for the year end tournament. The Scheduling Committee shall also review periodically and make recommendations to the Board of Directors with respect to the creation of an all star game and/or the selection of one or more all star teams to participate in games involving all star teams from other leagues. The Chairman of the Membership Committee shall be a member of the Board of Directors and shall be appointed by the president of the Corporation.

4.4.5 Additional Committees.

The president of the Board of Directors may appoint such additional committees as in his or her judgment may be necessary or appropriate for the conduct of the business and affairs of the Corporation.

4.4.6 Committees Generally.

Each Committee may elect a Vice Chairman. 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. The clerk of each Committee or, in the absence of the clerk a temporary clerk appointed by the Chairman of the Committee, shall keep a true record of all proceedings, and such record shall always be open for the inspection of any Director. A vacancy in any Committee occasioned by the death, resignation, inability or refusal of a member to serve may be filled by the president. Any member of the Board of Directors shall be entitled to attend any Committee Meeting, and each Committee shall provide to the clerk a schedule of its meetings which shall be made available to any member of the Board of Directors.

4.5 Suspension or Removal.

A Director may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b) with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 Resignation.

A Director may resign by delivering his or her written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal office. 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.

4.7 Vacancies.

Any vacancy in the Board of Directors shall be filled by the Program Member entitled to appoint the Director whose death, resignation, removal or disqualification creates the vacancy. 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.

4.8 Regular Meetings.

Two regular meetings of the Directors shall be held each year. The first regular meeting of the Directors shall be held prior to the beginning of league play, on such date and at such time as shall be determined by the Executive Committee. The second regular meeting of the Directors shall be held following the end of each lacrosse season, at such time and on such date as shall be determined by the Executive Committee.

4.9 Special Meetings.

Special meetings of the Directors may be held at any time and at any place when called by the president or by two or more Directors.

4.10 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 contacts or transactions of the Corporation 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 articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation 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, it shall be reasonable and sufficient notice to a Director to send notice by mail or email at least four (4) days addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least forty-eight (48) hours 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.

4.11 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.

4.12 Action by Vote; Major Decisions.

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.

4.12.1 Major Decisions.

Notwithstanding anything contained herein to the contrary, any "Major Decision" required to be made by the Board of Directors shall require the affirmative vote of two thirds of the Directors present and voting to decide any such question. As used herein, a "Major Decision" shall mean any decision identified in these by-laws as a "Major Decision". It shall also mean any decision proposed to be made by the Board of Directors that will result in a fundamental change in the purposes, policies, practices or procedures of the Corporation. In the event that any member of the Board of Directors believes that a proposed decision is a Major Decision, such member of the Board of Directors shall be entitled to require the Board of Director to vote on the issue of whether a proposed action constitutes a Major Decision. A majority vote of those Directors present and voting shall determine whether any proposed action constitutes a Major Decision in the event that any Director requests that the Board of Directors make such a determination. The removal of any Program Member, Director or officer, with or without cause, shall constitute a Major Decision.

4.13 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.

4.14 Compensation.

Directors shall not be entitled to receive compensation for their services as Directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the Corporation shall be a president, a vice president, a treasurer and a clerk, together with such other officers, if any, as the Directors may determine. The president, vice president, treasurer and clerk shall be members of the Board of Directors. Any other officer may but need not be a member of the Board of Directors. The clerk shall be a resident of the state where this corporation is organized unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

5.2 Election.

The president, treasurer, each vice president and the clerk shall be elected by the Directors at the annual meeting of the Board of Directors that coincides with the end of his or her term.

5.3 Tenure.

The president, vice president, treasurer and clerk shall each hold office for a term of two years. Notwithstanding the foregoing, however, the initial treasurer and clerk of the Corporation shall hold office for terms of three years each. Any other officer shall hold office for a term of one year, unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Directors.

5.4 President.

The president shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors. No individual shall serve as president for consecutive terms.

5.5 Treasurer.

The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Directors.

5.6 Vice President.

The vice president of the Corporation shall be the president elect of the Corporation. The vice president shall preside at meetings of the Directors in the absence of the president. The vice president shall have and may exercise such other duties and powers as may be designated by the Directors. The vice president shall have any may exercise all of the powers and duties of the president during the absence of the president or in the event of the inability of the president to act, except as otherwise determined by the Directors.

5.7 Other Vice Presidents.

All other vice presidents, if any, shall have such duties and powers as the Directors shall determine.

5.8 Clerk.

The clerk shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or if its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and Directors and the address of each. If the clerk is absent from any meeting of members or Directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.9 Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.10 Resignation.

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or Directors, or to the Corporation at its principal office. 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.

5.11 Vacancies.

If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

Section 6. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, by the treasurer or by the vice president and chief financial officer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the Corporation.

Section 7. PERSONAL LIABILITY

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation

Section 8. INDEMNIFICATION

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Director, officer, Director, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity

STATED MISSION:

*The mission of Sweetwater Lopes Lacrosse Club is to foster a life-long enjoyment for the game of lacrosse for youth boys and girls, residing in the Sweetwater County area. The Club will offer developmental programs for youth boys and girls, aged 8 to 18. Programs will include teaching individual fundamental skills, the essentials of team play, proper physical conditioning, and most importantly, good sportsmanship. Through its coaching staff and volunteers, the Club will encourage players to develop a positive attitude, self-discipline, respect for others, and commitment to the success of their team and club. SLLC will strive to make participation in the sport of lacrosse affordable, safe and a positive experience for players, coaches and parents. SLLC is a volunteer organization.

*The mission of Sweetwater Lopes Lacrosse Club is to foster a life-long enjoyment for the game of lacrosse for youth boys and girls, residing in the Sweetwater County area, by building skill, personal character, and sportsmanship. (Abbreviated)

STATED PURPOSE:

Sweetwater Lopes Lacrosse Club is a youth sports organization dedicated to promoting the sport of Lacrosse for youth boys and girls, through teaching and competition. SLLC will support all local area high school lacrosse programs, if any, and encourage youth players to continue their participation at the high school level without prejudice.