

CODE OF BY-LAWS

OF

THE OKLAHOMA LACROSSE ASSOCIATION INC.

ARTICLE I

Identification and Purpose

Section.1. Name. The name of the Corporation is The Oklahoma Lacrosse Association, Inc. (the "Corporation").

Section 1.2. Registered Office and Other Offices. The post office address of the Corporation's principal office shall be located at any place within the State of Oklahoma as designated in the Company's most current annual report filed with the Oklahoma Secretary of State. The post office address of the Corporation's registered agent's office is 4527 E 31st Suite A, Tulsa, OK 74135 and its registered agent at such office is Christy Rawlings The designation of the Corporation's registered agent may be changed at any time, or from time to time when authorized by the Board of Directors, by filing with the Secretary of State within ten (10) days after the death of the resident agent, or other unforeseen termination of his agency, a certificate signed by the President or a Vice-President, and the Secretary of the Corporation, and verified under oath by one of such officers signing the same, stating the change to be made and reciting that such change is made pursuant to authorization by the Board of Directors. The Corporation may also have offices at such other places or locations within the State of Oklahoma as the Board of Directors may determine or the business of the Corporation may require.

Section 1.3. Purposes. The purposes of the Corporation are to:

Section 1.3.1. General Purposes. The Corporation shall operate exclusively in furtherance of charitable and educational purposes, to foster sports competition at a state and national level, or for any other purpose authorized under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded (hereinafter referred to as the "Code"), and no part of its net earnings shall inure to the benefit of any private individual. Without limiting the generality of the foregoing, the Corporation shall promote and improve the growth of Oklahoma high school lacrosse teams, clubs, and competitive events.

Section.1.3.2. Collection and Disbursement of Contributions from the General Public. The Corporation shall collect contributions from its members and the general public, including, without limiting the generality thereof, individuals, firms, partnerships, associations and corporations in the name of the Corporation or in the name of any fund or entity heretofore and hereinafter designated by it pursuant to resolution adopted by its Board of Directors, and to disburse such funds for the purposes set forth in Section 1.3 of these By-Laws.

Section 1.3.3. Ancillary Purposes. The Corporation shall do everything which is helpful, necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and do all other things incidental thereto or connected therewith which are not forbidden by the Act, or by these By-Laws, as amended from time to time, as well as any and all things which will not impair the corporation's status as an exempt organization under the provisions of Code Section 501(c)(3). Without limiting the generality of the foregoing, the Corporation may:

- (a) Support, promote, initiate and improve the growth of high school lacrosse in the State of Oklahoma;
- (b) Assure the safety of the players;
- (c) Preserve the statistical data and records of the member teams;
- (d) To cooperate with other amateur lacrosse organizations in promoting the sport of lacrosse; and
- (e) To legislate, through by-laws or resolutions, upon any subject of general concern to the members of the Corporation.

ARTICLE II

Board of Directors

Section 2.1 Qualifications of Members. All eligible teams are eligible to be members of the Corporation. To be eligible, teams seeking membership in the Corporation must be affiliated with a particular high school within the State of Oklahoma, all players must be enrolled in an Oklahoma school and must be academically eligible to play varsity sports under the guidelines of that particular school. New teams seeking membership must submit their request in writing to the Corporation and will be made members upon the recommendation of the Board of Directors and approval of a majority vote of the members after a one-year probationary period. After end of probationary period membership will vote to approve full membership or extend probationary period. While in probationary period the member has no voting rights.

Section 2.2 Annual Meeting. There shall be an annual meeting of members in the fall. At the meeting, the members shall consider reports of the affairs of the Corporation and transact such other business as properly may be brought before the meeting. In addition to the foregoing, at the biennial meeting, the members shall also elect Directors (except as otherwise provided by Section Hereof).

Section 2.3. Special Meetings. The President, the Board of Directors, fifty percent (50%) or more of the members of the Board of Directors, may call special meetings given reasonable time of the members at any time for the purpose of taking any action described in the meeting notice which is permitted to be taken by the members under the Act and the Articles of Incorporation.

Section 2.4. Place of Meetings. All meetings of members of the Corporation shall be held at such place within the State of Oklahoma, as may be determined by the Board of Directors and specified in the notices thereof or in the waivers of notice thereof. If no designation is so made, the place of the meeting shall be the principal office of the Corporation.

Section 2.5. Notice of Meetings. Notice of meetings, annual or special, shall be given to each member entitled to vote at such meeting by the Secretary, or if there is no such officer, by the President, or in the case of neglect or refusal, by any person entitled to call a meeting, not fewer than seven (7) days nor more than sixty (60) days before the date of the meeting. Delivery of notice of meetings to members may be made by hand-delivery, United States mail, delivery to a member's residence, internet posting at the Corporation's practice venue(s), electronic mail, or any other method by which the Corporation generally delivers communications to its members.

Section 2.6. Waiver of Notice. A member may waive any notice required by the Act, the Articles of Incorporation, or these By-Laws by a writing signed by the member entitled to the notice which is delivered to the Corporation either before or after the date and time stated in the notice. All such waivers shall be filed with the corporate records and made a part of the minutes of the meeting. A member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.7. Voting at Meetings. Subject to the provisions of the Act, only persons entitled to vote on the membership records of the Corporation on the record date shall be entitled to vote at meetings of the members. Except as otherwise provided by the Act or by the provisions of the Articles of Incorporation, at each meeting of the members, each member shall be entitled to one

(1) vote on each matter submitted to a vote at such meeting, and the affirmative vote of a majority of the members represented at the meeting at which a quorum is present and entitled to vote on any matter shall be the act of the members. The vote of each member shall be made by the head coach, program director, president, VP or his duly authorized delegate. Unless otherwise provided in the Articles of Incorporation, members of the Board of Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at the meeting at which a quorum is present.

Section 2.8. Voting by Proxy. A member is entitled to vote either in person or by proxy executed in writing by such member and delivered to the secretary of the meeting before or at the time of the particular meeting. The attendance or the vote at any meeting of a proxy of any member so appointed shall for all purposes be considered as the attendance or vote in person of such member. No proxy shall be valid after its stated expiration date or in the absence of such stated expiration date after eleven (11) months from the date of its execution.

Section 2.9. Quorum. At all meetings of members, ten percent (10%) of the votes entitled to be cast at such meeting, represented in person or by proxy, shall constitute a quorum. Once a member is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for the adjourned meeting.

Section 2.10. Action by Written Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if prior to such action a written consent thereto setting forth the action so taken, is signed by members holding at least eighty percent (80%) of the votes entitled to be cast with respect to the subject matter thereof, and such written consent is filed with the minutes or records of the Corporation. Such consent shall have the same effect as a unanimous vote of the members effective on the date the last member necessary to meet the eighty percent (80%) threshold signs the consent, unless the consent specifies a prior or subsequent date.

Section 2.11. Meeting by Telephone or Similar Communications Equipment. Any or all members may participate in and hold a meeting by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE III

Directors

Section 3.1. Duties. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors, AKA the Member programs and subject to such restrictions if any, as may be imposed by the Act, the Articles of Incorporation or by these By-Laws. The Board of Directors may and are fully authorized to do all such lawful acts and things as may be done by the Corporation. In addition to other duties discussed herein, the Board of Directors shall also:

- (a) Adopt a budget for the ensuing year.
- (b) Investigate and make recommendations on possible disciplinary action involving member teams and discipline teams and/or individuals as necessary.
- (c) Establish and promote a state officiating organization and assigning district.

ARTICLE IV MEETINGS AND ACTION OF BOARD OF DIRECTORS

Section 4.1 Annual Meeting. The annual meeting of the Board of Directors shall be held without notice immediately following and at the same place as the annual meeting of the members for the purpose of organizing the Board, electing officers and transacting such other business as

may properly come before the meeting.

Section 4.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places within or outside the State of Oklahoma as may be determined by the Board of Directors.

Section 4.3 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation or thirty percent (30%) of the Directors then in office, upon seven (7) days' notice specifying the date, time and place of the meeting, given to each Director personally, via electronic mail.

Section 4.5. Quorum - Adjournment if Quorum is Not Present. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before the meeting begins; but a quorum shall never be less than one-third (1/3) of the number of Directors, and in no case shall be less than two (2) Directors, unless otherwise prescribed by the Act.

Section 4.6. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee, as the case may be, and included in the minutes or filed with the records of the Corporation reflecting the action taken. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and validly conducted.

Section 4.7. Committees.

4.7.1. Appointment of Committees. The Board of Directors may create one or more committees to serve at the pleasure of the Board of Directors.

- (a) Selection of Members. The creation of a committee and the appointment of members to it must be approved by the greater of:
 - (b) a majority of all Directors in office when the action is taken; or
 - (c) the number of Directors required to take action pursuant to Section 4.5.

4.7.2. Delegation of Authority. Each committee may exercise the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee; provided, however, a committee may not:

- (a) authorize distributions;
- (b) approve the dissolution, merger, sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) elect, appoint or remove Directors or fill vacancies on the Board of Directors or on a committee, adopt, amend or repeal the Articles of Incorporation or these By-Laws; or

(d) employ, terminate or fix the compensation of any employee.

4.7.3. Committee Membership. All member programs must have a member on at least one committee. No member program may have two members on same committee without Executive Board approval. If approved only one vote per members from same program. The creation of, delegation of authority to, or action by a committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by the Act.

ARTICLE V

Officers

Section 5.1 Executive Board. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Vice-President, a Secretary, a Treasurer, the immediate past president (if applicable) and Head of Officials. All Executive Board members cannot be from the same program.

Section 5.2. Appointment of Officers: Tenure.

5.2.1. Appointment of Officers. After their election, the Directors shall meet and organize by appointing a President, a Vice-President, a Secretary, a Treasurer and such additional officers provided by these By-Laws as the Board of Directors shall determine to be appropriate. No person shall hold more than one office at a time without the approval of a majority of the full membership. The election or appointment of an officer does not create contract rights.

5.2.2. Tenure Each officer of the Corporation shall serve at the pleasure of the Board of Directors and for a period of 2 years. Officers can be elected for 1 additional term for a total of 4 consecutive years served before a 1-year break is required.

Section 5.3 Resignation, Discipline and Removal of Officers.

5.3.1. Resignation Any officer may resign at any time by delivering written notice to the Board of Directors, the President, or to the Secretary of the Corporation. A resignation is effective when the notice is effective under the Act, unless the notice specifies a later effective date.

5.3.2. Discipline Any officer failing to meet the responsibilities of his office or acts in violation of these By-Laws may, after proper application and adjudication, be found derelict of duty and subject to appropriate disciplinary action as determined by the Board of Directors.

5.3.3. Removal Any officer may be removed, from office, either for cause, or

because of physical or mental disability which renders the proper performance of his duties impossible, by one of two procedures:

- (a) By petition from the membership or action from the Board of Directors. Any member of the full membership of the Corporation may initiate a petition in writing for removal, citing the reason therefore and having the petition signed by two (2) other members of the Corporation. Frivolous or false use of this provision by any member is cause for revocation of membership in the Corporation.
- (b) All petitions for removal will be investigated by the Executive Board. The Executive board will then make recommendations to the full membership. A two-thirds (2/3) vote of the full membership is required to carry an action for removal of an officer from office.

Section 5.4. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, removal, an increase in the number of officers of the Corporation or otherwise, such vacancy may be filled by the Board of Directors at any annual, regular or special meeting of the Board, or in such manner as may otherwise be prescribed by the Board of Directors for appointment to office.

Section 5.5. Powers and Duties of Officers.

Section 5.5.1. General Powers and Duties. Each officer shall have the power and authority and shall perform the duties set forth in these By-Laws or to the extent consistent with these By-Laws. The duties prescribed by the Board of Directors or by direction of the President or in the case of subordinate officers, the officer to whom such officer is subordinated.

Section 5.5.2. President. The President shall have charge of, and supervision and authority over, the daily operations of the Corporation. He shall have the general supervision and direction of all officers, employees and agents of the Corporation. He shall preside over the Board of Directors and at the annual meeting, at any regular meetings and any special meetings of the members or Board of Directors of the Corporation. The President shall also adjudicate and mediate in all questions, issues and interpretations that are brought to him by the Board of Directors or any representative from a member program. He shall be otherwise responsible for the proper conduct of the Corporation's business and the matters of its interest, within the framework of these Bylaws. He shall also serve the Corporation in such other capacities and perform such other duties as are incident to his office or as may be defined in the By-Laws or delegated to him from time to time by the Board of Directors.

Section 5.5.3. Vice-President. The Vice-President shall assist the President in the

discharge of any and all the functions or duties of that office or such other duties as may be assigned by the Board of Directors or the President. In the event of the absence or disability of the President, the Vice-President shall assume the duties of that office.

Section 5.5.4. Secretary. The Secretary shall act as administrative officer for the Corporation. The Secretary: (a) shall keep the minutes of all meetings of the Board of Directors; (b) shall attend to the giving and serving of all notices; (c) shall keep statistical records for the entire membership; (d) shall print and distribute such matter directed by the President or Board of Directors; (e) may sign with the President or Vice-President in the name of the Corporation and/or attest the signature of either, to all contracts, conveyances, transfers, assignments, encumbrances, authorizations and all other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Corporation and affix the seal of the Corporation, if any, thereto; (f) shall, in general, perform all the duties incident to the office of Secretary; and (g) shall have such other powers and duties as may be assigned to him by the Board of Directors or the President.

Section 5.5.5. Treasurer. The Treasurer shall act as financial officer of the Corporation. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper the Treasurer may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as may be designated by the Board of Directors. He shall submit to the full membership at the meetings of members or Board of Directors a detailed report of all receipts and disbursements for the preceding year. Whenever required by the President and/or Board of Directors, he shall render a detailed report of all receipts and disbursements. He shall enter or cause to be entered, punctually and regularly, on the books of the Corporation, to be kept by him or under his supervision or direction for that purpose, full and accurate accounts of all moneys received and paid out by, for or on account of the Corporation. He shall at all reasonable times exhibit his books and accounts and other financial records to any Director or member of the Corporation during regular business hours. He shall have such other powers and duties as may be assigned to him by the Board of Directors or the President. The Treasurer shall perform all acts incident to the position of Treasurer, subject always to the control of the Board of Directors. He shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form and amount as the Board of Directors may require.

ARTICLE VI

Compensation and Indemnification

Section 6.1. Compensation.

Section 6.1.1. Compensation of Directors. Directors and Officers may receive such compensation, if any, for their services, and may be reimbursed for expenses incurred by them on behalf of the Corporation, in the manner and to the extent provided in resolutions duly adopted by the Board of Directors. This Section shall not preclude any Director from also serving as an officer, employee, or agent of the Corporation and receiving compensation from the Corporation for such services.

Section 6.1.2. Compensation of Officers. The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors, subject to any rights of the officer pursuant to any employment contract between the officer and the Corporation.

Section 6.2. Indemnification of Directors and Officers.

Section 6.2.1. Scope. To the maximum extent not inconsistent with the laws of the State of Oklahoma, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

Section 6.2.2. Limitation on Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person in good faith as a Director, officer, employee or agent of the Corporation if such person: (a) exercised or used the same degree of care as an ordinary prudent person in a like position would use under similar circumstances; or (b) took or omitted to take such action in reliance upon information, opinions, reports or statements, including financial statements and other financial data, in each case, prepared or presented by any officer, employee or committee of the Board of Directors of the Corporation upon which such person does not serve, or legal counsel, public accountants or other professional or expert persons engaged by the Corporation; but such person shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 6.2.3. Insurance. The Board of Directors shall have, in its sole discretion, the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

ARTICLE VII Records and Reports

Section 7.1. Except as otherwise provided by the laws of the State of Oklahoma, a copy of the following records shall be kept at the Corporation's principal office:

Section 7.1.1. Articles of Incorporation. The Articles and/or Restated Articles of Incorporation and any amendments thereto currently in effect.

Section 7.1.2. By-Laws. The By-Laws and/or Restated By-Laws and all amendments thereto currently in effect.

Section 7.1.3. Resolutions. All resolutions adopted by the Corporation's Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the Corporation's members.

Section 7.1.4. Minutes. The minutes of all meetings of the members of the Corporation, for the past three (3) years.

Section 7.1.5. Written Communications to Members. Communications to members generally for the past three (3) years, including financial statements that are furnished to members as required by the Act.

Section 7.1.6. Directors and Officers. A list of names and business or home addresses of the Corporation's current Directors and officers.

Section 7.1.7. Annual Report. The Corporation's most recent annual report delivered to the Secretary of State.

Section 7.1.8. The Corporation shall also maintain accurate and complete books and records of account and shall also keep permanent records of the minutes of meetings and proceedings of the Board of Directors and any committees of the Board of Directors.

ARTICLE VIII

Investments

The property, assets and funds of the Corporation may, in furtherance of the purposes of the Corporation, be invested in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities, personal property or real estate as the Board of Directors may from time to time authorize and approve; provided, however, that no investment shall be made in such a manner as to subject the Corporation to tax under Code Section 4944.

ARTICLE IX
Amendments

Section 9.1. Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Act or any other applicable law; and all rights and powers conferred hereby on Directors or officers are subject to this reserved power.

Section 9.2. By-Laws. These By-Laws may from time to time, be added to, changed, altered, amended or repealed or new By-Laws may be made or adopted by a vote of not less than two thirds (2/3) of all members of the Corporation at any meeting of the members, if the notice or waiver of notice of such meeting shall have stated that the By-Laws are to be amended, altered or repealed at such meeting, or if all members at the time are present at such meeting have (a) waived notice of such meeting, or (b) consented to such action in writing.

ARTICLE X
Miscellaneous

Section 10.1. Notice and Waiver of Notice. Except as otherwise expressly provided herein, whenever any notice is required to be given to any Director under the provisions of the Act, under the provisions of these By-Laws or the Articles of Incorporation of the Corporation, said notice shall be deemed to be sufficient if given by depositing the same in a receptacle of the United States Postal Service, first class postage prepaid, return receipt requested, or a receptacle of a reputable rapid delivery service, or by telegraph or telex when delivered to the appropriate office for transmission, charges prepaid, correctly addressed to the address listed in the most current records of the Corporation. A written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 10.2. Depositories. Funds of the Corporation not otherwise employed shall be deposited in such banks or other depositories as the Board of Directors may select or approve.

Section 10.3. Signing of Checks, Notes, etc. All checks, drafts and other orders for the payment of money out of funds of the Corporation and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation by the President or Treasurer of the Corporation.

Section 10.4. Gender and Number. Wherever used or appearing in these By-Laws, pronouns of the masculine gender shall include the female and neuter gender, and the singular shall include the plural wherever appropriate.

Section 10.5. Laws and Statutes. Wherever used or appearing in these By-Laws, the words "law" or "laws" or "statute" or "statutes", respectively, shall mean and refer to laws and statutes, or a law or a statute, of the State of Oklahoma, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Section 10.6. Headings. The headings of the Articles and Sections of these By-Laws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

Section 10.7. Seal. The Corporation need not use a seal. If one is used, it shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "The Oklahoma Lacrosse Association, Inc." and about the lower periphery thereof the word "Oklahoma." The seal may be altered by the Board of Directors at its pleasure and may be used by causing it or a facsimile thereof to be impressed, affixed, printed or otherwise reproduced.

ARTICLE XII

Adoption of Policies and Rules Governing Membership

The Board of Directors, in its discretion, may adopt policies and rules to govern the teams that are members of the Corporation, to best serve the interests of the Corporation and protect the safety of the team members. Such policies and rules may include, but shall not be limited to, policies relating to player eligibility, player coach and spectator conduct, uniform and equipment requirements, team responsibilities, the structure of games, play off competition, and awards recognizing individuals, teams and coaches