

AMENDED AND RESTATED BYLAWS
of
GROTON MYSTIC LACROSSE ASSOCIATION, INC.

TABLE OF CONTENTS

	<u>Page</u>
<u>ARTICLE I. GENERAL</u>	3
<u>ARTICLE II. BOARD OF DIRECTORS</u>	3
<u>ARTICLE III. COMMITTEES OF THE BOARD</u>	5
<u>ARTICLE IV. OFFICERS</u>	6
<u>ARTICLE V. NON-OFFICER POSITIONS</u>	8
<u>ARTICLE VI. PERSONAL LIABILITY AND INDEMNIFICATION</u>	10
<u>ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS</u>	11
<u>ARTICLE VIII. FISCAL YEAR</u>	11
<u>ARTICLE IX. AMENDMENTS TO BYLAWS</u>	11
<u>Resolutions</u>	12

BYLAWS

of

GROTON MYSTIC LACROSSE ASSOCIATION, INC.

1 ARTICLE I. GENERAL

1.1 NAME. This Corporation shall be known as Groton Mystic Lacrosse Association, Inc. (also referred to as the "Corporation"). Its teams shall be known as the Falcons. Its designated colors shall be red, black, and white and its mascot shall be a falcon.

1.2 PURPOSE. These bylaws supplement certain provisions of the Corporation's certificate of incorporation and the Connecticut Revised Nonstock Corporation Act, as it may be amended from time to time (the "Act").

1.3 PRINCIPAL OFFICE. The principal office of the Corporation in the State of Connecticut will be located in the Town of Groton, County of New London. The Corporation may have such other offices, either within or without the State of Connecticut, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.4 REGISTERED OFFICER AND AGENT. The Corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

2 ARTICLE II. BOARD OF DIRECTORS

2.1 AUTHORITY AND COMPOSITION. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, its Board of Directors (the "Board"), subject to any limitations set forth in the certificate of incorporation.

2.2 NUMBER. The Corporation shall have not less than seven (7) directors. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors elected at the preceding annual meeting of directors.

2.3 INITIAL APPOINTMENT AND TERMS OF OFFICE. The initial Board shall be appointed by the incorporator to serve until the first annual meeting of the Corporation. At the first annual meeting of the Board and at each subsequent annual meeting of the Board, the then acting directors shall elect directors to succeed those whose terms are then expiring. Each director shall hold office for a term of one year and until his or her successor is elected. There shall be no limit upon the number of successive one-year terms that may be served by a director.

2.4 QUORUM, ACTION BY BOARD OF DIRECTORS AND ADJOURNMENT.

Two-thirds (2/3) of the directors then serving shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Connecticut General Statutes. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.5 MEETINGS. Annual meetings of the Board shall be held at the principal offices of the Corporation unless otherwise specifically directed by the President. The President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and electing officers for the ensuing year, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice stating the time, place and agenda of the annual meeting shall be in writing and shall be given, to all directors at least seven (7) days before the annual meeting.

Regular meetings of the Board will be held monthly if, in the discretion of the President, there is sufficient amount of business before the Board to warrant a meeting. Notice stating the time, place and agenda of each regular meeting shall be in writing and shall be given, to all directors at least seven (7) days before the meeting.

Special meetings of the Board shall be held whenever called by the President or by the Secretary upon the written request of at least three of the directors. Notice stating the time, place and agenda of each special meeting shall be in writing and shall be given, to all directors at least two (2) days before the meeting.

Meetings of the Corporation are open to the participants in the Corporation's lacrosse programs; however, the President has the authority to close a meeting (or a portion of the meeting) when, at his discretion or at the request of a majority of the directors present, the subject matter is of a sensitive or personal nature (e.g., financial issues or disciplinary actions).

2.6 NOTICES. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

A written waiver signed at any time by a director entitled to notice shall be the equivalent to the giving of notice. The attendance of any director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by such director of notice of the meeting.

2.7 ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board or committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject

matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings. Without limitation, any such consent may be signed by manual, facsimile or electronic signature.

2.8 MEETING BY CONFERENCE TELEPHONE. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

2.9 RESIGNATIONS. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept.

2.10 REMOVAL OF DIRECTORS. A director may be removed from the Board whenever, in the judgment of the directors, the best interests of the Corporation would be served thereby, provided that no director may be removed except by the affirmative vote of three-fourths (3/4) of all directors at a meeting at which a quorum is present, and provided notice of said proposed action shall have been given to all directors at least seven (7) days before said meeting. Such removal will be without prejudice to the contract rights, if any, of the director so removed.

2.11 BOARD VACANCIES. Any vacancy or vacancies occurring on the Board may be filled until the next meeting at which directors are elected by the affirmative vote of a majority of all the remaining directors in office at any meeting of the Board, though such remaining directors are less than a quorum, and though such majority is less than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

2.12 COMPENSATION. No director shall receive compensation for services rendered to the Corporation in such capacity. Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation, consistent with the requirements of the Act, as it may be amended.

3 ARTICLE III. COMMITTEES OF THE BOARD

3.1 GENERAL. The Board may appoint such committees as the Board from time to time may consider necessary or advisable. The President shall appoint the chair and the chair shall appoint members of each committee. The President shall also serve as ex-officio member of each committee. Non-directors may be appointed to serve on any committee. Each committee shall meet with sufficient frequency to accomplish its assigned functions. Each committee shall report its actions, if any, to the Board at each

Board meeting. Except as specifically authorized by the Board, all committees shall be advisory in nature and shall not have authority to act on behalf of the Corporation.

3.2 REMOVAL. Any member of a committee may be removed by the chair whenever in his or her judgment the best interests of the Corporation shall be served by such removal.

4 ARTICLE IV. OFFICERS

4.1 OFFICERS, ELECTION, AND TERM. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Director of Education. All officers shall be directors. The directors shall elect all of the foregoing officers and may elect such other officers, as they shall deem appropriate. Any person may simultaneously hold multiple offices.

Officers shall be elected at the annual meeting of the Board for a term extending until the next succeeding annual meeting of the Board and until his or her successor has been elected and qualified.

4.2 OFFICERS DUTIES.

4.2.1 President. The President shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of President. In general, the President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President serves as an ex officio member of all committees. The President shall perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her by the Board, or specifically required to be performed by him or her, by these bylaws or law.

4.2.2 Vice President. The Vice President shall, to the extent requested by the President, assist the President in all of his or her duties. In the absence of the President, the Vice President shall be acting President. The Vice President shall investigate, either alone or through the creation of a committee which he or she shall chair, complaints that are properly brought before the Board pursuant to the Board's resolutions or policies concerning the handling of complaints. The Vice President shall make recommendations for actions by the Board to address or resolve such complaints. The Vice President shall perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her, by the Board or by the President, or specifically required to be performed by him or her, by these bylaws or law.

4.2.3 Secretary. It shall be the duty of the Secretary to act as secretary of and keep the minutes of all meetings of the Board; to cause to be given notice of all meetings of directors; to secure permits as necessary for public building use for meetings of the Corporation; to have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and its lacrosse programs, and to see that the reports, statements and other documents required by law are properly

kept or filed; and in general, to perform all the duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the Board or by the President, or specifically required to be performed by him or her, by these bylaws or law.

4.2.4 Treasurer. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation and deposit all such funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; prepare, or cause to be prepared an annual budget for presentation to, and approval of, the Board; and perform such other duties as may be assigned to him or her by the Board or by the President, or specifically required to be performed by him or her, by these bylaws or law.

4.2.5 Director of Education. The Director of Education shall coordinate all player and coach development programs. The Director of Education shall work with the Boys Coach Representative and Girls Coach Representative to recruit and recommend coaches; develop and sponsor coaching clinics; and serve as an advisory information resource to coaches. The Director of Education shall coordinate all player development activities, including but not limited to: player clinics and camps; creation of a list of skills to be taught to players at different levels; and player evaluations. The Director of Education shall also perform such other duties as may be assigned to him or her by the Board or by the President, or specifically required to be performed by him or her, by these bylaws or law.

4.3 REMOVAL OF OFFICERS. Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, provided that no officer may be removed except by the affirmative vote of two-thirds (2/3) of all directors at a meeting at which a quorum is present, and provided notice of said proposed action shall have been given to all directors at least seven (7) days before said meeting. Such removal will be without prejudice to the contract rights, if any, of the officer so removed.

4.4 OFFICER VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by the affirmative vote of a majority of all the remaining directors in office at any meeting of the Board, though such remaining directors are less than a quorum, and though such majority is less than a quorum. Notice of said proposed action shall be given to all directors at least seven (7) days before said meeting. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.

5 ARTICLE V. NON-OFFICER POSITIONS

5.1 NON-OFFICER POSITIONS, APPOINTMENT, AND TERM. The directors of the Corporation shall appoint persons to the following positions to assist the Officers and the directors with their duties and the operation of the Corporation and its lacrosse programs: a Registrar, a Boys Coach Representative, a Girls Coach Representative, a Boy's Referee Coordinator, a Girl's Referee Coordinator, and a Field Coordinator. The directors shall appoint all of the foregoing non-officer positions and may create and appoint such other non-officer positions as they shall deem appropriate. Any person may simultaneously hold multiple non-officer positions.

Non-officer positions shall be filled at the annual meeting of the Board for a term extending until the next succeeding annual meeting of the Board or until a successor to the position has been appointed and qualified.

5.2 NON-OFFICER POSITION DUTIES.

5.2.1 Registrar. The Registrar shall manage all registration business for the Corporation's programs. The Registrar shall recommend registration cut-off dates and a late registration policy. The Registrar shall design and generate appropriate registration forms each year. The Registrar shall affect the registration of all players and coaches, and oversee modifications to the initial documents as required. The Registrar shall assure each program player, coach or participant completes a registration form and is registered with US Lacrosse before participating in any Corporation sponsored activities. The Registrar shall assure that all registration fees are collected and that all such fees are transferred to the Treasurer for recording and deposit. A report of delinquent registration fees shall be delivered to the Treasurer within two (2) weeks after registration closes. The Registrar shall prepare rosters for each team. Additionally, the Registrar shall maintain and keep current the official database of the Corporation's players, coaches, and players' parent(s) and/or guardian(s). The Registrar shall utilize the database to provide specific mailing lists as needed to other directors. Further distribution of the database or mailing list shall occur only after Board approval. The Registrar shall also perform such other duties as may be assigned to him or her by the Board.

5.2.2 Boys Coach Representative. The Boys Coach Representative shall manage the coaches, players, and fans of the Corporations boys' lacrosse teams in compliance with the Corporation's guidelines, policies and resolutions concerning player and coach development, and personal conduct and sportsmanship. The Boys Coach Representative assists the Director of Education to recruit and recommend coaches; develop and sponsor coaching clinics; and serve as an advisory information resource to coaches. The Boys Coach Representative serves as the representative of the coaches of the Corporation's boys' team to the Board. The Boys Coach Representative shall also perform such other duties as may be assigned to him or her by the Board.

5.2.3 Girls Coach Representative. The Girls Coach Representative shall manage the coaches, players, and fans of the Corporations girls' lacrosse teams in

compliance with the Corporation's guidelines, policies and resolutions concerning player and coach development, and personal conduct and sportsmanship. The Girls Coach Representative assists the Director of Education to recruit and recommend coaches; develop and sponsor coaching clinics; and serve as an advisory information resource to coaches. The Girls Coach Representative serves as the representative of the coaches of the Corporation's girls' teams to the Board. The Girls Coach Representative shall also perform such other duties as may be assigned to him or her by the Board.

5.2.4 Boy's Referee Coordinator. The Boy's Referee Coordinator is responsible for scheduling referees for each home game of the boys' lacrosse teams during the season. The Boy's Referee Coordinator is also responsible for ensuring referees have proper credentials and training. The Boy's Referee Coordinator shall also perform such other duties as may be assigned to him or her by the Board.

5.2.5 Girl's Referee Coordinator. The Girl's Referee Coordinator is responsible for scheduling referees for each home game of the girls' lacrosse teams during the season. The Girl's Referee Coordinator is also responsible for ensuring referees have proper credentials and training. The Girl's Referee Coordinator shall also perform such other duties as may be assigned to him or her by the Board.

5.2.6 Field Coordinator. The Field Coordinator is responsible for coordinating the activities associated with the setup and operation of the fields for practices, home games, and other such events for each of the Corporation's lacrosse teams (other than refreshments or concessions). The Field Coordinator will also propose to the Treasurer budget expenses that directly relate to field or game day expenses. The Field Coordinator shall also perform such other duties as may be assigned to him or her by the Board.

5.3 REMOVAL OF PERSONS HOLDING NON-OFFICER POSITIONS. Any person holding a non-officer position appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Notice of said proposed action shall be given to all directors at least seven (7) days before said meeting. Such removal will be without prejudice to the contract rights, if any, of the person so removed.

5.4 NON-OFFICER POSITION VACANCIES. A vacancy in any non-officer position because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by the affirmative vote of a majority of all the remaining directors in office at any meeting of the Board, though such remaining directors are less than a quorum, and though such majority is less than a quorum. Notice of said proposed action shall be given to all directors at least seven (7) days before said meeting. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new holder of the non-officer position may not take office until the vacancy occurs.

6 ARTICLE VI. PERSONAL LIABILITY AND INDEMNIFICATION

6.1 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.

6.2 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, coaches, volunteers, 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 or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, coach, volunteer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her 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, coach, volunteer, 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, coach, volunteer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Expenses including counsel fees, reasonably incurred by any such director, officer, coach, volunteer, 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 or she 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, coach, volunteer, 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," "coach," "volunteer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director

is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

6.3 INSURANCE. The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

7 ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 CONTRACTS. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any expense over five hundred dollars (\$500.00) must be approved by the Board.

7.2 CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined resolution of the Board.

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

7.4 GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

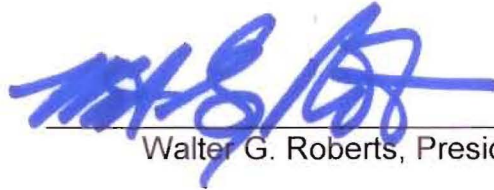
8 ARTICLE VIII. FISCAL YEAR

8.1 The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

9 ARTICLE IX. AMENDMENTS TO BYLAWS

9.1 These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of all directors at a meeting at which a quorum is present, provided notice of said proposed action shall have been given to all directors at least seven (7) days before said meeting.

The foregoing revised bylaws were adopted by the Board on this 22 day of August, 2011.



Walter G. Roberts, President

Resolutions

10.1. The Board will seek an individual to serve as Volunteer Coordinator. Duties of this individual will include but not be limited to identifying and coordinating volunteers to work and assist at various functions as directed by the board.