

AMENDED AND RESTATED BYLAWS

OF

THE ARIZONA CHAPTER OF UNITED STATES LACROSSE, INC.

(An Arizona Nonprofit Corporation)

THESE AMENDED AND RESTATED BYLAWS OF THE ARIZONA CHAPTER OF UNITED STATES LACROSSE, INC. (the “Bylaws”) are hereby adopted as of _____, 2004 by the Board of Directors (the “Board” or “Board of Directors”) of The Arizona Chapter of United States Lacrosse, Inc., an Arizona Nonprofit Corporation (the “Chapter”).

Recitals

WHEREAS, the Chapter was formed by the filing of Articles of Incorporation (the “Articles”) on November 21, 2000.

WHEREAS, the Board desires to amend and restate in full the Bylaws.

NOW THEREFORE, the Board hereby adopts the following Bylaws:

ARTICLE 1 FORMATION, NAME AND PURPOSE

1.1 Formation. The Chapter was formed by the filing of Articles on November 21, 2000 pursuant to the Arizona Nonprofit Corporation Act.

1.2 Name. The name of the Chapter is Arizona Chapter of United States Lacrosse, Inc.

1.3 Purpose. The purpose for which the Chapter is organized is the transaction of any or all lawful business under the laws of the State of Arizona, as they may be amended from time to time. The character of affairs which the Chapter intends to conduct in the State of Arizona is the formation, organization and operation of a youth lacrosse league primarily in the Phoenix, Arizona and Tucson, Arizona metropolitan areas.

1.4 Statutory Agent. The name and address of the statutory agent of the Chapter is Charles Stroupe, 10617 N. Hayden Road, Suite 100, Scottsdale, Arizona 85260.

ARTICLE 2 OFFICES

2.1 Principal Office. The principal office of the Chapter shall be located at any place either within the State of Arizona as designated in the Chapter’s most current Annual Report filed with the Arizona Corporation Commission or in any other document executed and delivered to the Arizona Corporation Commission for filing. If a principal office is not so designated, the principal office of the Chapter shall mean the known place of business of the Chapter. The

Chapter may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Chapter may require from time to time.

2.2 Known Place of Business. A known place of business of the Chapter shall be located within the State of Arizona and may be, but need not be, the address of the statutory agent of the Chapter. The Chapter may change its known place of business from time to time in accordance with the relevant provisions of the Arizona Nonprofit Corporation Act.

ARTICLE 3 BOARD OF DIRECTORS

3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Chapter shall be managed under the direction of, the Board of Directors.

3.2 Number, Tenure, and Qualification of Directors. The authorized number of directors shall be not less than 7 nor more than 15, as set from time to time by majority vote of the then-existing Board. The Board of Directors shall be comprised of 13 directors. Directors shall be divided, as evenly as possible, into three (3) classes and will serve staggered three (3) year terms with one class being elected each year. Board members shall be elected at the regular annual meeting of the Board or as soon thereafter as reasonably practicable. Each Board member shall be elected by an affirmative vote of a majority of the Board members present and entitled to vote at the meeting, a quorum being present. Each Board member shall serve until (a) his or her successor is elected and qualified, (b) his or her resignation is received, or (c) he or she is removed as provided herein. The Board may adjust the terms of Board members periodically in order to maintain an evenly staggered board.

3.3 Regular Meetings of the Board of Directors. A regular annual meeting of the Board of Directors (the “**Annual Meeting**”) is to be held on the third Tuesday in the month of September (unless that day be a legal holiday, in which event the Annual Meeting will be held on the next succeeding business day) at such time and place as the Board of Directors may determine. Additional regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may determine.

3.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held whenever and wherever called for by the President, or the number of Board members that would be required to constitute a quorum.

3.5 Notice of, and Waiver of Notice for, Directors Meetings. No notice need be given of regular meetings of the Board of Directors. Notice of the time and place of any special Board meeting shall be given at least 48 hours prior thereto. Notice shall be given in accordance with and shall be deemed to be effective at the time and in the manner described in Section 10-3822 of the Arizona Revised Statutes. Any Board member may waive notice of any meeting and any adjournment thereof at any time before, during, or after it is held. Except as provided in the next sentence below, the waiver must be in writing, signed by the Board member entitled to the notice, and filed with the minutes or corporate records. The attendance of a Board member at or participation of a Board member in a meeting shall constitute a waiver of notice of such meeting, unless the Board member at the beginning of the meeting (or promptly upon his or her arrival)

objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

3.6 Director Quorum. A quorum of the Board shall consist of one-half of the Board members, but in no event fewer than seven.

3.7 Directors, Manner of Acting.

A. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board members present shall be the act of the Board of Directors.

B. Any or all Board members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Board members participating may simultaneously hear one another during the meeting, in which case, any required notice of the meeting may generally describe the arrangements (rather than or in addition to the place) for the holding thereof. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

C. A Board member who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (1) the Board member objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting, (2) his or her dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Chapter before 5:00 p.m. on the next business day after the meeting. The right of dissent or abstention is not available to a Board member who votes in favor of the action taken.

3.8 Director Action Without a Meeting. Unless the Articles provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board of Directors as evidenced by one or more written consents describing the action taken, signed by each Board member and filed with the minutes or Chapter records. Action taken by consent is effective when the last Board member signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

3.9 Removal of Directors. A majority of the Board of Directors present at a meeting may remove one or more Board members if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause.

3.10 Board of Director Vacancies.

A. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Board members, the Board of Directors shall fill the vacancy.

B. A vacancy that will occur at a specific later date (by reason of resignation effective at a later date) may be filled before the vacancy occurs, but the new Board member may not take office until the vacancy occurs.

C. The term of a Board member elected to fill a vacancy expires at the next annual meeting at which members of the Board are elected.

3.11 Director Compensation. No Board member shall be entitled to compensation by the Chapter for his or her services to the Chapter as a member of the Board; but a Board member may serve the Chapter in any other capacity and receive reasonable compensation therefore, and the members of the Board may be reimbursed for reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

3.12 Director Committees.

A. Creation of Committees. Unless the Articles provide otherwise, the Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee shall have one or more members, who serve at the pleasure of the Board of Directors.

B. Selection of Members. The creation of a committee and appointment of members to it shall be approved by a majority of all the Board members when the action is taken, or the number of directors required by the Articles or these Bylaws to take the action delegated to the committee, if greater.

C. Required Procedures. Sections 3.3 through 3.9 of this Article 3, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members.

D. Authority. Each committee may exercise those aspects of the authority of the Board of Directors that the Board of Directors confers upon such committee in the resolution creating the committee, provided, however, that a committee may not (1) fill vacancies on the Board of Directors or on any committee of the Board of Directors, or (2) adopt, amend or repeal these Bylaws.

3.13 Director Resignations. Any Board member or committee member may resign from his or her office at any time by written notice delivered to the Board of Directors, the President or the Chapter at its known place of business. Any such resignation will be effective upon its receipt unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

ARTICLE 4 OFFICERS

4.1 Number of Officers. The officers of the Chapter shall be a President, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, including any Vice Presidents, may be appointed by the Board of Directors. If specifically authorized by the Board of Directors, an

officer may appoint one (1) or more other officers or assistant officers. The same individual may simultaneously hold more than one (1) office in the Chapter.

4.2 Appointment and Term of Office. The officers of the Chapter shall be appointed by the Board of Directors for a term as determined by the Board of Directors. If no term is specified, an officer of the Chapter shall hold office until he or she resigns, dies, or until he or she is removed in the manner provided by law or in Section 4.3 of this Article 4. The regular election or appointment of officers will take place at each Annual Meeting of the Board of Directors, but elections of officers may be held at any other meeting of the Board.

4.3 Resignation and Removal of Officers. An officer may resign at any time by delivering written notice to the Chapter at its known place of business. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. Any officer may be removed by the Board of Directors at any time, with or without cause.

4.4 Duties of Officers. Officers of the Chapter shall have authority to perform such duties as may be prescribed from time to time by law, in these Bylaws, or by the Board of Directors, the President, or the superior officer of any such officer.

4.5 President. Unless otherwise specified by resolution of the Board of Directors, the President shall, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Chapter and the performance by all of its other officers of their respective duties, preside at all meetings of the Board of Directors, and in general shall perform all duties incident to the office of president and presiding officer and such other duties as may be prescribed by the Board of Directors from time to time. The President will be a proper officer to sign on behalf of the Chapter any deed, bill of sale, assignment, option, mortgage, pledge, note, bond, evidence of indebtedness, application, consent (to service of process or otherwise), agreement, indenture, contract, or other instrument, except in each such case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Chapter, or shall be required by law to be otherwise signed or executed.

4.6 The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors and any committee of the Board of Directors and all unanimous written consents of the Board of Directors, and any committee of the Board of Directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of any seal of the Chapter, (d) when requested or required, authenticate any records of the Chapter, and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the Secretary, a secretary pro tempore may be chosen by the directors as appropriate to perform the duties of the Secretary.

4.7 The Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Chapter, (b) receive and give receipts for moneys due and payable to the Chapter from any source whatsoever, and deposit all such moneys in the name of the Chapter in such bank, trust companies, or other depositories as shall be selected by

the Board of Directors or any proper officer, (c) keep full and accurate accounts of receipts and disbursements in books and records of the Chapter, and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer will render to the President and the Board of Directors at proper times an account of all his or her transactions as Treasurer and of the financial condition of the Chapter. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law.

4.8 Salaries. The salaries, if any, of the officers of the Chapter may be fixed from time to time by the Board of Directors. No officer will be prevented from receiving a salary by reason of the fact that he or she is also a director of the Chapter.

4.9 Additional Appointments. In addition to the officers contemplated in this Article 4, the Board of Directors may appoint other agents of the Chapter with such authority to perform such duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 5 CORPORATE SEAL

5.1 Corporate Seal. The Board of Directors may provide for a corporate seal of the Chapter that will have inscribed thereon any designation including the name of the Chapter, Arizona as the state of incorporation, the year of incorporation, and the words "Corporate Seal."

ARTICLE 6 AMENDMENTS

6.1 Amendments. The Chapter's Board of Directors may amend or repeal the Chapter's Articles or Bylaws, upon the affirmative vote of a two-thirds (2/3) majority of the Board members then in office.