

**AMENDED AND RESTATED BYLAWS
OF
TWIN CITIES LACROSSE ASSOCIATION**

The purpose of Twin Cities Lacrosse is to promote the game of lacrosse to youths in and around the neighborhoods of Lewis County, Washington by providing a safe and fun environment while emphasizing the importance of good sportsmanship, mastery of the game of lacrosse, fitness and teamwork.

ARTICLE 1. OFFICES

The registered office of Twin Cities Lacrosse Association (the “corporation”) will be such place as the Board of Directors (“Board”) may designate from time to time.

ARTICLE 2. MEMBERSHIP

The Corporation will have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation will be managed by a Board of Directors.

3.2 Number

The Board will consist of not less than three nor more than twelve Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number will have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors will have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

3.4 Election of Directors

Directors will be elected at the annual meeting of the Board. The terms of the Directors will be set so that the terms will be staggered to the extent possible.

3.5 Term of Office

Unless a Director dies, resigns or is removed, he or she will hold office until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board will be held in June or July each year, the specific date to be determined by the Board or President, for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting will be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board will cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

The Board or President may specify the date, time and place for the holding of regular meetings, with notice.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. Notice of special Board or committee meetings will be given to a Director in writing, which may include e-mail or similar electronic communication, or by personal communication with the Director not less than ten days before the meeting.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings will be held at the place designated by any persons entitled to call a meeting.

3.11 Waiver of Notice

Whenever any notice is required to be given to any Director, a written waiver, or such Director's attendance at a meeting will constitute waiver of the notice of the meeting.

3.12 Quorum

A majority of the Directors in office will constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum will be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.14 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director did not vote on the matter and files a written dissent or abstention to such action with the person acting as secretary in person or by e-mail (as provided in Section 3.22 below).

3.15 Action by Board Without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any other action which may be taken at a meeting of the Board, may be taken without a meeting if the consent in writing setting forth the action being taken is signed by a quorum of all Directors entitled to vote with respect to the subject matter. Signing can be accomplished by a return e-mail from a Director indicating approval.

3.16 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Directors.

3.17 Removal

At a meeting of the Board, one or more Directors and/or Officers may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

3.18 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy will serve for the unexpired term of his or her predecessor in office.

3.19 Board and Advisory Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which will consist of two or more Directors. The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board will establish the charge and tasks for the committee and appoint its chair and members.

3.12 Compensation

The Directors will receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

3.22 Electronic Transmission

Notices may be provided in an electronic transmission. The Board will endeavor to maintain a "Google Group," or similar method by which each Director can be contacted via e-mail, and any e-mail sent to such address will be an official notice to all Directors.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation will be a President, a Vice President, a Secretary and a Treasurer, each of whom will be elected by the Board. Other officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the corporation will be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she will hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation will take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President will be the chief executive officer of the corporation, and, subject to the Board's control, will supervise and control all of the assets, business and affairs of the corporation. The President will preside over meetings of the Board.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President will perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President.

4.8 Secretary

The Secretary will: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the corporation; (d) keep records of the address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her or him by the President or the Board.

4.9 Treasurer

The Treasurer will have charge and custody of and be responsible for oversight of all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and 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 the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Secretary will keep copies of current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable. Records may be kept in paper or electronic form.

5.2 Accounting Year

The accounting year of the corporation will be based on the calendar year.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board will be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on March 16, 2021, at a meeting of the Board at which a quorum was present.

	<i>Riley Wood</i>	3/31/2021
Secretary	<hr/>	
	<i>Brad Coulter</i>	3/18/2021
President	<hr/>	
	<i>Chris</i>	3/16/2021
Treasurer	<hr/>	