AMENDED AND RESTATED BYLAWS OF THE FLOWER MOUND LACROSSE ASSOCIATION

A TEXAS NON-PROFIT CORPORATION

ARTICLE I
NAME, OFFICES AND PURPOSE

Name

1.01 The name of the corporation (the "Corporation") is Flower Mound Lacrosse Association.

Principal Office

1.02 The principal office of the Corporation in the State of Texas for purposes of legal notice shall be the residential address of the President or such other location as the Board may determine. The Corporation may have other offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Registered Office and Registered Agent

1.03 The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Purpose

1.04 The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation/Certificate of Formation. Specifically, the purpose of the Flower Mound Lacrosse Association is to promote the development of the game of lacrosse in the local community by providing an organized, fun, safe, team-oriented program where players can learn the fundamentals of lacrosse, develop skills to be competitive in lacrosse, build the characteristics of sportsmanship and strong character, and promote fundraising to ensure the sound financial responsibility of the organization.

The general purposes for which the corporation is organized are charitable and educational purposes within the meaning of section 501 of the Internal Revenue

Code of 1986, as amended, or any superseding federal tax law. The corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Code.

ARTICLE II
MEMBERSHIP

The Corporation shall have no members.

ARTICLE Ill
BOARD OF DIRECTORS

General Powers

3.01 The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

Number; Election; Qualification

3.02 The number of directors shall be no less than three (3) nor more than nine (9), provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, and provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. In the event the number of directors is only three (3), each director must be from a different household. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the directors shall elect successor directors. A director shall hold office until the next annual election of directors and until said director's successor shall have been elected, appointed, or designated and qualified.

Removal

3.03 A director may be removed from office, with or without cause, by persons entitled to elect, designate, or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the director.

Resignation

3.04 A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

Annual Meetings

3.05 A regular annual public meeting of the Board of Directors shall be held at least once each year, at the time and location agreed upon by the Board of Directors. Notice of the annual public meeting shall be posted to the website no less than 72 hours prior to the meeting date and time. Notice shall also be provided by email to the most recent fall and spring registered participants in the lacrosse program; however, failure to provide email notice shall not invalidate any actions taken at the annual meeting. The Board of Directors may provide the time and place, for the holding of additional regular meetings of the Board without notice to the public.

Special Meetings

3.06 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

Notice

3.07 Notice of any meeting of the Board of Directors shall be given to the directors at least five (5) days in advance. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

3.08 A majority of the Board of Directors, not including vacant positions, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present, the Chairman shall adjourn the meeting. Nothing in this provision is intended to prohibit Directors from taking action as part of a designated committee outside of a Board meeting as authorized by the Board.

Manner of Acting

3.09 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

3.10 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

Compensation

3.11 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

3.12 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. The consent in writing can be via email and an electronic signature shall serve as a written signature for purposes of this provision.

Telephone or Virtual Meeting

3.13 Any one or more directors may participate in a meeting of the Board of Directors by means of a conferencing telephone or other electronic device, which allows all persons participating in the meeting to hear each other. Telephonic or virtual participation shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Conflicts of Interest

3.14 (a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE IV OFFICERS

Elected Officers

4.01 The officers of the Corporation shall be a President, one or more Vice Presidents (the number hereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, so long as at least three individuals from separate households comprise the Board of Directors.

Election and Term of Office

4.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors.

President

4.05 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President of Operations

4.06 In the absence of the President or in the event of the President's inability or refusal to act, the Vice President of Operations shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties from time to time as may be assigned by the President or Board of Directors.

Vice President of Programs

4.07 In the absence of the President and Vice President of Operations, or in the event of their inability or refusal to act, the Vice President of Programs shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties from time to time as may be assigned by the President or Board of Directors.

Treasurer

4.08 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer is required to present an annual report on the financial state of the Corporation at the annual meeting of the Board of Directors.

Secretary

4.09 The Secretary shall keep the minutes of the meetings of the Board of Directors and any other Corporation meetings, in electronic form and shall publish

non-confidential minutes to the website; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; serve as registrar for the authorized activities of the Corporation, and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE V
COMMITTEES

Appointment

5.01 The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate and appoint one or more committees, each of which shall consist of two (2) or more persons, at least one of whom is a director, which committees, shall have and exercise the authority of the Board of Directors in the management of the Corporation only to the extent provided in said resolution. No committee shall have the authority to amend, alter or repeal the Bylaws; elect, appoint, or remove any Director or officer of the Corporation; amend the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or any proceedings therefor; adopt a plan for the distribution of the assets of the Corporation; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on them by law.

Terms of Service

5.02 Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Vacancies

5.03 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Manner of Acting

5.04 Unless otherwise provided in the resolution of the Board of Directors designating a committee, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. If a committee has only two members, all acts shall require agreement by both members. If a committee has only three members, all acts must be approved by a minimum of two members.

Rules

5.05 Each committee may adopt rules for its governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts and Spending Authority

6.01 The Board of Directors 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. Such authority may be general or confined to specific instances. The Board of Directors at their annual meeting shall establish limits of spending authority by the officers of the Corporation.

Checks and Drafts

6.02 All checks, drafts, or orders for the payment of money, notes or other evidence 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 by determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Deposits

6.03 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 of Directors may select, so long as the funds are FDIC insured.

Gifts

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

ARTICLE VII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31st of each year.

ARTICLE IX
NOTICE AND WAIVER OF NOTICE

9.01 Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

9.02 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given to all directors of an

intention to alter, amend or appeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XI
LIABILITY, INDEMNIFICATION AND INSURANCE

11.1 No director or officer shall be personally liable for the acts of any other director, officer, former director or former officer, nor shall any director or officer be personally liable for the acts of the Corporation.

11.2 Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any contractor, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or contractor. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

11.3 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or contractor. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or contractor. However, such director, officer, or contractor shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

11.4 The Corporation shall purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other

arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

Adopted by the Board of Directors on September 7, 2024.

_____

Brit Stock, Treasurer and President-Elect