AMENDED AND RESTATED BY-LAWS OF USA LACROSSE, INC. d/b/a USA LACROSSE

As of June 4, 2026

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CHAPTER 1 - NAME

Section 1.1: The name of this corporation shall be US Lacrosse, Inc. d/b/a USA Lacrosse ("USA Lacrosse"), also referred to as "this national governing body", "this corporation" or "USA LACROSSE", or "NGB", is a Maryland non-profit corporation.

CHAPTER 2 - DEFINITIONS

Section 2.1: As used in these By-Laws, the term:

(a) "Act" means the "Ted Stevens Olympic and Amateur Sports Act", (36 U.S.C. Sec. 220501 et seq.) as amended.

(b) "Associated Sports Organizations" means organizations that as part of their mission monitor or oversee particular levels and aspects of the sport of Lacrosse, such as the National Collegiate Athletic Association (the "NCAA"), the National Federation of State High School Associations ("NFHS"), and the National Operating Committee on Standards for Athletic Equipment ("NOCSAE").

(c) "Athlete" means any athlete who meets the eligibility standards established by USA Lacrosse for the sport of Lacrosse.

(d) "Athletic Competition" means a contest, game, tournament, or other event in which only "Athletes" compete.

(e) "Sports Organization" any corporation, league, chapter, club, federation, union, association, or other group or entity organized and operating in the United States which (i) sponsors or arranges Athletic Competitions in the sport of lacrosse; or (ii) has as its focus the sport of lacrosse, as further described in Section 8.1 of these By-Laws.

(f) "Armed Forces" means the United States Army, United States Navy, United State Air Force, and United States Marine Corps.

(g) "Board" means the Board of Directors of USA Lacrosse.

(h) "CEO" means a senior leader known as the chief executive officer.

(i) "Chair" means the leader of a board of directors.

(j) "Charter" means the Articles of Incorporation as Amended of USA Lacrosse.

(k) "Clubs" means team organizations, other than professional teams, which engage in Lacrosse competition.

(l) "Delegation Event" means individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter

Games, the Pan American Games, and the Parapan American Games (a.k.a. Protected Competition and Qualifying Competition

(m) “Director Members” means as ascribed to it in Section 6.1 of these By-Laws.

(n) “Diversity” means the differences among individuals, including, but not limited to:

race, gender, age, ethnicity or national origin, gender identity, gender expression, sexual orientation, religious belief, physical ability or disability.

(o) “Groups” or “Group” means volunteer groups that are noted as Board Committees, Subcommittees, and/or Task Forces, unless otherwise noted.

(p) “Independent Director” shall be determined to have no material relationship with USA Lacrosse, either directly or through an organization that has a material relationship with USA Lacrosse. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director’s independent judgment.

(q) “International Athletic Competition” means any Athletic competition between one or more athletes representing the United States, either individually or as a part of a team, and one or more athletes representing any foreign country.

(r) “International Qualifying Competition” means any international sport competition where (i) athletes represent the United States against athletes representing other nations, (ii) USA Lacrosse officially designates entrants, as required by the competition organizers, and (iii) athlete results or performance are included in the published criteria (i.e., International Federation qualification system or USA Lacrosse selection criteria) to qualify, or be selected, to represent the United States in a Delegation Event.

(s) International Olympic Committee means the globally recognized International Olympic Committee or “IOC”.

(t) International Paralympic Committee means the globally recognized International Paralympic Committee or “IPC”.

(u) “Lacrosse” means all the lacrosse disciplines recognized by USA Lacrosse or recognized in the World Lacrosse sanctioned styles of play. It shall include the Women’s Game and the Men’s Game as well as other developmental styles of the game.

(v) “Men’s Game” means the sport of Lacrosse as played in accordance with the rules promulgated by USA Lacrosse for male athletes within all competition disciplines.

(w) "USA Lacrosse 10 Year Athlete" means as defined in Section 8.5.1(e) of the USOPC Bylaws, either: an athlete who qualifies as a USOPC 10 Year Athlete; or an athlete who has been selected to compete in a competition as defined by the USA Lacrosse AAC and approved by the USA Lacrosse Athlete Representation Review Working Group, within the previous 10 years.

(x) "USA Lacrosse 10 Year+ Athlete" means as defined in Section 8.5.1(f) of the USOPC Bylaws, either: an athlete who qualifies as a USOPC 10 Year+ Athlete; or an athlete who has been selected to compete in a competition as defined by the USA Lacrosse AAC and approved by the USA Lacrosse Athlete Representation Review Working Group, but not within the previous 10 years.

(y) "USA Lacrosse Actively Engaged Athlete Representative" means (i) an athlete who qualifies as a USA Lacrosse 10 Year Athlete or USA Lacrosse 10 Year+ Athlete; (ii) an athlete who has been actively engaged in 24 months prior to election/selection in a USA Lacrosse -Sanctioned competition (as defined by the USA Lacrosse AAC and approved by the USA Lacrosse Athlete Representation Review Working Group), which may include events that categorize entrants in age-restricted classifications; and (iii) an Athlete Competition Partner, as defined in the IPC Accreditation Guide, who serves as an athlete qualifying under (i) or (ii) above.

(z) "USA Lacrosse Athlete Representation Review Working Group (ARRWG)" means as established in Section 8.5.1 of the USOPC Bylaws: the working group's role is to review and approve (by majority vote) any deviations from (i) the requirements of this Section 8.5 regarding athlete representation on NGB Board, and Designated Committees; and (ii) application of the NGB 10 Year and NGB 10 Year+ Athlete definitions, as set out therein, and to provide guidance and support where there are omissions or room for interpretation; ii. the working group is made up of three people, including one representative each from the AAC leadership, NGBC leadership, and the relevant NGB's USOPC AAC representative, (or alternate in the event of conflict of interest). The Executive Director of the USOPC AAC will attend all working group meetings but not have a vote in working group decisions. A representative from the USOPC NGB Services team will provide administrative support to the working group; the working group may rule on applications for exceptions based on written submissions unless at least one member of the working group requests a hearing.

(aa) "USA Lacrosse Athletes' Advisory Council" ("USA Lacrosse AAC") means the entity composed of and elected by Athletes to communicate between USA Lacrosse and its currently active athletes and serves as a source of Athlete opinion and advice for policies and proposed policies of the USA Lacrosse.

(bb) “Olympic Games” means the Olympic Games which occur in the summer, or the Olympic Winter Games, as applicable, unless specified otherwise.

(cc) “Pan American Games (Pan Am Games)” means the Americas’ continental multi-sport Delegation Event with a program featuring summer sports held every four years in the year before the Olympic Games.

(dd) “Parapan American Games” means the Americas’ continental multi-sport Delegation Event for athletes with disabilities with a program featuring summer sports every four years in the year before the summer Paralympic Games.

(ee) “Paralympic Games” means either the Paralympic Games, which occur in the summer, or the Paralympic Winter Games as applicable, unless specified otherwise.

(ff) “Qualifying Competition” means either of the following: (i) any USA Lacrosse competition or activity organized or approved by USA Lacrosse (e.g., team selection camp, tryout, national championship, Trials event) where the athlete’s performance or results are considered in the published selection criteria to represent the United States in a Delegation Event.

(gg) “Sanction” means a written approval issued by USA Lacrosse stating such competition/event is a “Sanctioned” competition/event.

(hh) “USOPC” means the United States Olympic & Paralympic Committee.

(ii) “Women’s Game” means the sport of Lacrosse as played in accordance with the rules promulgated by USA Lacrosse for female athletes within all competition disciplines.

(jj) “World Lacrosse” means World Lacrosse or such other international sports federation(s) ("IF”), if any, recognized by the Board as having jurisdiction over International Competition in Lacrosse.

CHAPTER 3 - PURPOSES

Section 3.1: The purposes of USA Lacrosse are stated in the Charter. In furtherance of such purposes, USA Lacrosse shall serve as the national governing body for the sport of lacrosse and may serve as the United States member organization of World Lacrosse. In furtherance of such purposes, USA Lacrosse shall:

(a) Focus: Provide leadership, structure, and resources to fuel the sport’s growth and enrich the experience of participants. Maintain and promote the highest ethical standards in all aspects of the sport of Lacrosse while supporting research, development and dissemination of information regarding the sport of Lacrosse.

(b) Diversity & Inclusiveness: Protect the right of opportunity, without discrimination or harassment on the basis of race, color, religion, sex, age, national origin, marital status, sexual orientation, gender identity, and disability, and any other classifications protected by local, state, and federal law, of any Athlete, coach, trainer, manager, administrator, or official to participate in Athletic Competition in the sport of Lacrosse, and provide educational opportunities and resources to help identify and challenge inequities within the sport of lacrosse in order to promote the values of diversity, equity, and inclusion. Encourage and aid individuals of racial and ethnic minorities for the purpose of increasing the participation of such athletes in the sport of Lacrosse.

(c) Activities: Exercise exclusive jurisdiction over all matters pertaining to the participation in the United States in the sport of Lacrosse in competitions involving the United States and foreign nations.

(d) Facility: Foster the development of athletic and training facilities for use by Athletes training for competitions in the sport of Lacrosse and assist in making such facilities available to such Athletes.

(e) Historical: Honor those, past and present, who by their deeds as Athletes, coaches, officials, and/or contributors, and by the example of their lives, personify the great contribution of the sport of Lacrosse to our way of life, and to enshrine such individuals in the Lacrosse Hall of Fame. Maintain a museum, depository or showplace for memorabilia, artifacts, equipment, uniforms, written material and documents relating to and descriptive of the sport of Lacrosse and its history, including its Native American origins.

(f) Compliance:

(i) Compliance with WL Requirements: USA Lacrosse is affiliated with WL. USA Lacrosse shall recognize, accept, apply, observe and abide by the Constitution, Rules and Regulations of WL, as amended from time to time, unless any of these documents conflict with federal or state law, or USOPC requirements. This includes, but is not limited to, anti-doping rules, the handling of disputes, and relations with Athletes' Representatives.

(ii) Compliance with USOPC Requirements: USA Lacrosse is a member national governing body (NGB) of the USOPC. USA Lacrosse shall recognize, accept, apply, observe and abide by the policies and procedures of the USOPC, as amended from time to time, including, but not limited to, its safe sport rules and regulations. Additionally, USA Lacrosse shall abide by the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization.

(g) Perform all functions of a national governing body for Lacrosse in the United States.

CHAPTER 4 – MEMBERSHIP SAFESPORT AND ANTI-DOPING OBLIGATIONS

Section 4.1: It is the duty of individual members of the USA Lacrosse to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the WL, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the WL, the USOPC and USADA. Athlete members agree to submit to drug testing by the WL and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WL, if applicable or referred by USADA.

Section 4.2: It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Lacrosse, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the WL, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the WL and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WL, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the WL and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 4.3: NGB must have language in an agreement, release, or waiver that puts members/participants on notice that they:

a. Understand and agree to comply with the WL Anti-Doping Rules and U.S. Anti-Doping Agency Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the WL USADA, and USOPC;

b. Agree to submit to drug testing;

c. Understand that applicable anti-doping rules would make them subject to penalties including, but not limited to, disqualification and suspension; and

d. Agree to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WL and/or my national federation, if applicable or referred by USADA. NGB can choose to adopt the following compliant language in its membership agreements or other documents that would provide notice to its members:

"I understand and agree that the WL Anti-Doping Rules and U.S. Anti-Doping Agency Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the WL, USADA, and the USOPC apply to me and that it is my responsibility to comply with those rules. I agree to submit to drug testing at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules would make me subject to penalties including, but not limited to, disqualification and suspension. If it is determined that I may have committed a doping violation, I agree to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the WL and/or my national federation, if applicable or referred by USADA."

CHAPTER 5 - POWERS OF USA LACROSSE

Section 5.1: USA Lacrosse shall be autonomous in its governance of the sport of Lacrosse, in that it independently shall determine, and control all matters central to such governance, shall not delegate such determination and control to other organizations, and shall be free from outside restraint. This provision shall not be construed as preventing USA Lacrosse from contracting with third parties for administrative assistance and support in connection with its purposes or from delegating to its members the authority to perform certain duties and responsibilities of

USA Lacrosse as the governing body of Lacrosse in the United States. In connection therewith, and without limiting any powers granted by applicable state law, USA Lacrosse shall have the following powers:

(a) Represent the United States in all relations with World Lacrosse.

(b) Serve as a coordinating body for Athletic Competition in the sport of Lacrosse in the United States.

(c) Exercise jurisdiction over international athletic activities and sanction International Athletic Competition held in the United States and sanction the sponsorship of International Athletic Competition held outside the United States in the sport of Lacrosse, in accordance with the provisions of these By-Laws.

(d) Conduct Athletic Competition in the sport of Lacrosse, including regional and national championships and festivals, and International Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions except for restricted competition referred to in Paragraph (e) below.

(e) Designate individuals and teams to represent the United States in International Athletic Competition in the sport of Lacrosse and certify, in accordance with the rules of World Lacrosse, the eligibility of such individuals and teams, provided that any Sports Organization which conducts Athletic Competition, participation in which is restricted to a specific class of Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition. If such a Sports Organization wishes to conduct International Athletic Competition for Lacrosse either inside or outside the United States, it shall obtain a written sanction from USA Lacrosse as provided in Chapter 18 below.

(f) Facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any of its members and any Athlete, coach, trainer, manager, administrator, official, or Sports Organizations, and which arise in connection with their eligibility for and participation in the World Championship competition or other international or national competitions.

(g) Establish and maintain offices for the conduct of the affairs of USA Lacrosse.

(h) Publish and/or maintain one or more newspapers, magazines, online publications, websites, social and/or professional media sites, or other print or electronic media consistent with its corporate purposes.

(i) Promote and encourage educational programs in the sport of Lacrosse, including programs that inform the people of the United States of the virtues of good citizenship and sportsmanlike conduct, of the cultural aspects of athletic activities, and of the

benefits of physical fitness and participation in athletic activities.

(j) Take such other actions and engage in such other activities as may be consistent with and in furtherance of the purposes of USA Lacrosse.

CHAPTER 6 - MEMBERSHIP

Section 6.1: Eligibility. Membership in USA Lacrosse shall be open to any Athlete, coach, trainer, manager, administrator, official, fan or other individual active or interested in the sport of Lacrosse (collectively "Individual Members"). Additionally, Directors shall be members of USA Lacrosse (the "Director Members").

Section 6.2: Membership Required. Unless such requirement is waived by the Board or the Chief Executive Officer, any Individual Member wishing to participate as an Athlete, coach, trainer, manager, administrator or official in any formal competition sanctioned by USA Lacrosse must be a member of USA Lacrosse. For international competitions, Individual Member Athletes must also be declared eligible under World Lacrosse rules to participate.

Section 6.3: Classes of Members. The members of USA Lacrosse shall be divided into two (2) classes, one (1) class being comprised of the Director Members, and the other class being comprised of Individual Members. The Board may authorize additional classes of members including, but not limited to, a class or classes for, Associated Sports Organizations and other organizations. The Board may from time to time establish membership levels and/or categories for Individual Members.

Section 6.4: Rights of Members. Except as otherwise specifically provided in these By-Laws, the members of USA Lacrosse shall have such rights and benefits as may be determined by the Board from time to time. The only members who shall have the right to vote on matters on which members are entitled to vote pursuant to these By-Laws or law shall be the Director Members. The Individual Members of USA Lacrosse shall not have any voting rights with respect to the election of the Board or any other matter. The members of USA Lacrosse shall have the right to an equal opportunity to participate in any Athletic Competition sanctioned by USA Lacrosse without discrimination or harassment on the basis of race, color, religion, sex, age, national origin, marital status, sexual orientation, gender identity, and disability, and any other classifications protected by local, state, and federal law.

Section 6.5: Membership Dues. The Board shall fix the amount of dues for each class and category of members and for any combination of classes or categories. Such dues shall be fixed on an equitable basis and shall be due and payable on such date or dates as may be determined by the Board. The dues established shall reasonably reflect the rights and services which the member receives within the member classification.

Section 6.6: Individual Member Applications. Any individual eligible for membership may become an Individual Member of USA Lacrosse by applying to USA Lacrosse indicating which category of membership the applicant wishes to join and making payment of the applicable dues.

Section 6.7: Meetings of Members

(a) Annual Meeting of Members. USA Lacrosse shall hold an annual meeting of members to be held during the USA Lacrosse Annual Meeting, at a time specified by the Secretary, or at such other place and time, as determined by the Board, to elect directors and to carry on such other business as may properly come before such meeting.

(b) Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the Chair, the Chief Executive Officer, or by a Vice President or upon the request of a majority of the Director Members. Special meetings of the members may be limited to the Director Members, as determined by the person or persons calling the meeting.

(c) Notice. The Secretary shall give, or cause to be given, in accordance with Md. Corp. & Assn's Article of the Annotated Code of Maryland, notice of all meetings of members.

(d) Quorum. A quorum at any meeting of the members shall consist of a majority of the Director Members represented.

(e) Conduct of Meetings. Meetings of members shall be conducted in accordance with rules and procedures as determined by the Board.

(f) Voting. At all meetings of members, each Director Member shall be entitled to one

(1) vote. Such vote may be in person/webinar or by proxy appointed by an instrument in writing subscribed by such member or his or her duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such a proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had, and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Charter or by these By-Laws.

(g) Informal Action by Members. Except as provided in these By-Laws or the Charter, any action required or permitted to be taken at a meeting of members may be taken without a meeting if a unanimous written consent that sets forth the action and is signed by each Director Member entitled to vote on the matter is filed with the records of members' meetings.

Section 6.8: Membership Policies. The Board shall have the authority to establish operating policies detailing the responsibilities of members.

Section 6.9: Suspension or Removal. Any member, other than a Director Member, who violates any of the provisions of these By-Laws, or any operating policy of USA Lacrosse, may, after due notice, be suspended or removed by decision of the Chief Executive Officer in accordance with policies from time to time adopted by the Board.

CHAPTER 7 – CHAPTERS

Section 7.1: Purpose. The Corporation may recognize separate regional organizations (each a "Chapter"), whose purpose shall be to (a) promote and develop the sport of lacrosse within all competition disciplines in a particular, exclusive geographic region defined for the Chapter by the Corporation; and (b) facilitate the delivery of the Corporation's support, services and resources to members of the Corporation and Sports Organizations within the Chapter's geographic region. Each Chapter shall always fulfill the foregoing purposes in accordance with values that most effectively support the mission and vision of the Corporation, as from time to time established by the Corporation.

Section 7.2: Selection. A regional organization may only be recognized as a Chapter by vote of the Board, after it satisfies conditions established, from time to time, by the Board.

Section 7.3: Governance. Chapters shall at all times be subject to and act in accordance with the provisions of: (a) the Charter of the Corporation, (b) the By Laws, (c) criteria, rules and regulations from time to time adopted by the Board, and (d) any agreements entered into between the Corporation and the Chapter.

Section 7.4: Termination. Subject to the terms and conditions of any agreements entered into between the Corporation and the Chapter, a Chapter may be terminated at any time, without cause, by the Board.

CHAPTER 8 – SPORTS ORGANIZATIONS

Section 8.1: Purpose. USA Lacrosse may recognize, as a "Sports Organization," any corporation, league, chapter, club, federation, union, association, or other group or entity organized and operating in the United States which (i) sponsors or arranges Athletic Competitions in the sport of lacrosse; or (ii) has as its focus the sport of lacrosse. The purpose of Sports Organizations shall be to promote and develop the sport of lacrosse and, if sponsoring or arranging an Athletic Competition, to facilitate the delivery of support, services and resources to members of USA Lacrosse participating in said Athletic Competition. Each Sports Organization shall at all times fulfill the foregoing purposes in accordance with values that most effectively support the mission and vision of USA Lacrosse, as from time to time established by USA Lacrosse.

Section 8.2: Governance. Any Athletic Competition sponsored or arranged by an Sports Organization, and all other operations of a Sports Organization shall be subject to and be carried out in accordance with the provisions of: (a) the Charter, (b) these By-Laws, (c) any criteria, rules and regulations from time to time adopted by the Board, and (d) any agreements entered into between USA Lacrosse and the Sports Organization.

Section 8.3: Termination. Subject to the terms and conditions of any agreements entered into between USA Lacrosse and the Sports Organization, USA Lacrosse may terminate its relationship with a Sports Organization, without cause in accordance with procedures set forth from time to time by the Board.

CHAPTER 9 - BOARD OF DIRECTORS

Section 9.1: In General. USA Lacrosse shall be governed by a Board whose members are selected in accordance with the provisions of these By-Laws.

Section 9.2: Authority. The affairs of USA Lacrosse shall be managed by the Directors who, unless otherwise prohibited by the Charter, these By-laws or by law, may exercise all the powers of USA Lacrosse. The Board shall define the policies to be followed in carrying out the objectives and purposes of USA Lacrosse, as set forth in the Charter and these By-Laws.

Section 9.3: Composition. The Board of Directors shall consist of no more than twenty (20) Directors and no less than Fifteen (15) Directors, at least Five Percent (5%) of whom shall be Independent Directors, at minimum Thirty-Three Point Three Percent ("33.3%") of whom shall be Athlete Directors, and the rest of whom shall be drawn from appropriate representation in the United States lacrosse community.

(a) The Chair of the Board (the "Chair");

(b) The Vice Chair of the Board (the "Vice Chair");

(c) The Past Chair of the Board;

(d) The Secretary of USA Lacrosse;

(e) The Treasurer of USA Lacrosse;

(f) A representative of the Intercollegiate Women's Lacrosse Coaches Association (IWLCA);

(g) A representative of the Intercollegiate Men's Lacrosse Coaches Association (IMLCA);

(h) A representative that is deemed Independent, as defined below, herein (See Section 9.x); and

(i) Representatives that equal at minimum 33.3% of Athlete Directors, as required by the Act §220522(13) and further defined by the USOPC Bylaws, Section 8.5.3 (See Section 9.x), as defined below, herein.

(j) The Board may elect a non-voting USA Lacrosse Foundation liaison to be present at board meetings. The term of service shall be two years.

The USA Lacrosse Board of Directors shall be elected/selected as follows:

Section 9.4: Qualifications. A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Lacrosse. Each Director shall have passed a background check and have no record of SafeSport violations, every two years. Furthermore, a Director shall complete the required SafeSport education and training.

Section 9.5: Board Officers. The Chair, Vice Chair, Past Chair, Secretary and the Treasurer shall be collectively referred to as "Board Officers". Directors shall hold office until the end of their term, and until their successor is elected and qualified, or until such Director dies, resigns, is removed or becomes disqualified.

Section 9.6: Diversity, Equity, and Inclusion. USA Lacrosse is committed to taking meaningful and intentional actions to promote a culture of inclusion in the sport of Lacrosse through diversity, equity, and inclusion among the members of the Board. USA Lacrosse recognizes its responsibility to promote and enhance diversity, equity, and inclusion throughout the sport of Lacrosse, including in the men's and women's games, as well as maintain Board composition that reflects the diversity of the Corporation's members in furtherance of that overall goal.

Section 9.7: Term Limits. Except for Directors serving as Board Officers, Directors may serve no more than two (2) consecutive terms of two (2) years each. Once a Director has served two (2) consecutive terms of two (2) years, they shall not be permitted to serve as a Director of USA Lacrosse until the expiration of at least one (1) year from the last date of service by such individual as a member of the Board. Any Director who has served two (2) consecutive terms of two (2) years may serve up to three (3) additional terms of (2) years if they are elected (i) Vice Chair, or (ii) Chair, if the then serving Vice Chair does not rise to Chair in accordance with these By-Laws. A Director elected to fill a vacancy (i.e. death, resignation, removal, or disqualification) shall serve for the period remaining of his or her predecessor's term. A partial term shall not count as a full term and shall not be counted for purposes of the term limits as set forth above. A person's time spent on a committee, unless that person is a Director, shall not be counted for purposes of the term limits applicable to Directors as set forth above.

Section 9.8: Election of Directors. At the meeting of the members, the voting members shall elect the Directors from the slate of nominees proposed by the Governance Committee and endorsed by the Executive Committee, except for athlete representatives who are elected as stated in section 9.22.

Section 9.9: Attendance at Meetings. Directors are required to attend all meetings of the Board, and attendance in person is required whenever possible. The Executive Committee shall monitor the attendance of Directors at meetings of the Board and individuals who fail to attend meetings of the Board shall be required to explain the reason or reasons for their absence to the Executive Committee. A Director who fails to attend at least two-thirds of the meetings of the Board during his or her initial term shall not be eligible for re-election to a second term unless the Executive Committee determines that unique and extraordinary circumstances prevented that Director from attending at least two-thirds of the meetings of the Board during their initial term, in which case such individual shall be eligible for re-election to a second term.

Section 9.10: Suspension or Removal. A Director may be suspended or removed with or without cause by vote of two-thirds (2/3) of the entire Board then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 9.11: Resignation. A Director may resign by delivering his or her written resignation to the Chair of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9.12: Vacancies. Any vacancy in the Board may be filled by the Board in accordance with these By-Laws. Each successor shall hold office for the unexpired term, death, resignation, removal or disqualification. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 9.13: Meetings. Regular meetings of the Directors may be held at such time or times as the Directors may determine. At a minimum, the Board shall meet at least three (3) times each year in person/webinar. One (1) in-person meeting shall constitute the annual meeting of the Board and shall be held in June of each year unless otherwise determined by the Board.

Section 9.14: Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the Chair of the Board (or if there is no such Chair, the Chief Executive Officer) or by three (3) or more Directors.

Section 9.15: Call or Notice:

(a) Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each Director if either contracts or transactions of USA Lacrosse with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles or organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Charter or these By-Laws or unless there is to be considered at the meeting: (i) contracts or transactions of USA Lacrosse with interested persons; (ii) amendments to these by-laws; (iii) an increase or decrease in the number of Directors; or (iv) removal or suspension of a Director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided in these By-Laws or applicable law, it shall be reasonable notice to a Director to send notice by mail at least ten (10) days or by electronic mail or telecopier at least five (5) days before the meeting addressed to them at their usual or last known business or residence address or to give notice to them, in person or by telephone at least five (5) days before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by them (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not

specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 9.16: Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 9.17: Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

Section 9.18: Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9.19: Presence Through Communication Device. Unless otherwise provided by law or the Charter, Directors may participate in any meeting by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Attendance in person at all regular or special meetings is required whenever practicable. Regular meetings and special meetings of the Board may take place entirely through the use of a conference telephone or other communications equipment if circumstances require that a regular meeting or special meeting be conducted in such manner, as determined by the Chair of the Board.

Section 9.20: No Compensation. Directors shall be prohibited from receiving any compensation for services rendered in the capacities as Board members, including the payment of money or any other form of in-kind compensation, provided that this restriction shall not prohibit Directors from being reimbursed by USA Lacrosse for actual expenses incurred by them as a Director, provided that such reimbursement is made in accordance with policies from time to time adopted by the Board. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Lacrosse in any other capacity. Athlete Directors, in connection with their capacity as athletes, shall be entitled to all benefits to which all Elite athletes are eligible, which includes payment of travel costs.

Section 9.21: Power to Hire and Terminate the Chief Executive Officer.

The Board shall have the power to hire and terminate the Chief Executive Officer. The Board shall represent the interests of the lacrosse community for USA Lacrosse in the United States and its athletes by providing USA Lacrosse with policy, guidance, and strategic direction. The Board shall oversee the management of USA Lacrosse and its affairs, but it does not manage USA Lacrosse. The Board shall select a well-qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Lacrosse. In addition, the Board performs the following specific functions, among others:

(a) The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight.

(b) implements procedures to orient new Directors, to educate all Directors on the business and governance affairs of USA Lacrosse, and to evaluate Board performance;

(c) selects, compensates, evaluates and may terminate the Chief Executive Officer, and plans for management succession;

(d) reviews and approves USA Lacrosse strategic plan and the annual operating plans, budget, business plans, and corporate performance;

(e) provides guidance on strategic direction to management on significant issues facing USA Lacrosse;

(f) oversees the financial reporting process and financial activities throughout the fiscal year, communications with stakeholders, and USA Lacrosse legal and regulatory compliance program;

(g) approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

(h) reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors;

(i) ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and

(j) ensures that USA Lacrosse adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 9.22: Athlete Directors. At minimum 33.3% of the total number of Board Directors and Executive Committee Members shall be Athlete Directors. All Athlete Directors shall be directly elected by the voting pool of member athletes that meet 10 Year Athlete (10 years or less) eligibility in a manner consistent with the directives promulgated by the Team USA Athletes' Commission. The USA Lacrosse AAC and the Governance Committee shall jointly develop a process to identify and vet candidates to serve as Athlete Directors. The athlete representatives must be selected by USAL's AAC from the vetted candidates for any designated committee. Such Athlete Directors will include:

(a) USA Lacrosse representative to the Team USA Athletes' Commission (in ex officio capacity) shall be one of the Athlete Directors on the Board of Directors.

(b) USA Lacrosse alternate representative to the Team USA Athletes' Commission shall be one of the Athlete Directors on the USA Lacrosse Board.

(c) No less than 20% of the total Athlete Directors shall be 10 Year Athletes. The remaining Athlete Directors shall be comprised of 10+ Year Athletes.

(d) The representative to the Team USA Athletes' Commission and alternate if the alternate is a voting member shall count towards the 20% 10 Year Athlete requirement.

(e) An athlete who is a 10 Year Athlete at the time of their election shall remain a 10 Year Athlete for the purposes of calculating the percentage representation on the board for the full duration of their term as an Athlete Director, even if the athlete no longer meets the requirement at some point during their term (i.e., the athlete's most recent qualifying competition ages beyond the ten-year mark during their term).

(f) An Athlete Director elected as a 10 Year Athlete whose most recent qualifying competition was more than ten years prior shall not remain a 10 Year Athlete for the purposes of this requirement in a subsequent term if they continue to serve beyond the term where they were first elected as a 10 Year Athlete.

(g) At least half of the Athlete Directors shall have obtained 10 Year or 10 Year+ eligibility through competing in an event that is on the program of a Delegation Event, at the time of their election.

(h) To qualify as an Athlete Director, any such Director must be directly elected by the pool of member athletes that meet 10 Year Athlete eligibility requirements. A Director who meets the 10 Year Athlete requirements, but is not elected by athletes, does not fulfill the requirements to be considered an Athlete Director.

Section 9.23: Independent Director(s). The Board, through its Governance Committee, shall decide as to the independence of each Director, and disclose those determinations. Under the definition of "independence" adopted by the Board, an "independent Director" shall be determined to have no material relationship with USAL, either directly or through an organization that has a material relationship with USAL. A relationship is "material" if, in the judgment of the Governance Committee, it would interfere with the Director's independent judgment. To determine whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Governance Committee. USAL has independent Director seats held for an IMLCA and IWLCA Board representative, as stated in Section 9.3, Board Composition. A Director shall not be considered independent if, within the preceding two (2) years:

(a) the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Lacrosse; the international federation of Lacrosse, WL; or the Pan American Lacrosse Association, USAL's continental federation.

(b) an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Lacrosse; the international federation of Lacrosse, WL; or the Pan American Lacrosse Association, USAL's continental federation.

(c) the Director was affiliated with or employed by USA Lacrosse outside auditor or outside counsel;

(d) an immediate family member of the Director was affiliated with or employed by USA Lacrosse outside auditor or outside counsel as a partner, principal or manager;

(e) the Director was a member of USA Lacrosse Athletes' Advisory Council or any constituent group with representation on the Board;

(f) the Director receives any compensation from USA Lacrosse, directly or indirectly;

(g) the Director is an executive officer, controlling shareholder, or partner of a

corporation or partnership or other business entity that does business with USA Lacrosse;

(h) the Director is a member of the USA Lacrosse in a membership category that participates in competitions; or

(i) the Director is the parent, close family member, or coach of an athlete that competed in a Protected Competition in the last two years.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of (a) and (f), provided that the only governance position they hold is their board position or related to their board position and that all payments are reimbursement of expenses reasonably incurred as part of their board duties.

Section 9.24: USOPC National Governing Bodies' Council. USA Lacrosse shall have a representative and an alternate representative to the USOPC National Governing Bodies'

Council. The Chief Executive Officer shall be USA Lacrosse representative to the USOPC National Governing Bodies' Council. The Board Chair shall be USA Lacrosse alternate representative to the USOPC National Governing Bodies' Council.

Section 9.25: The USA Lacrosse Board may designate up to five (5) ex officio members. Ex officio members shall be nominated by the Governance Committee and elected by a majority vote of the full Board. Ex officio members shall have the right to attend and participate in Board meetings but shall not hold voting rights and shall not be counted towards a quorum.

CHAPTER 10 - COMMITTEES

There shall be the following committees of the Board which shall have the membership and duties as set forth below and maintain a fiduciary responsibility to the organization. USAL actively engaged Athlete representatives must equal at least 33.3% of all USAL committees. All athlete representatives to designated Board committees must be selected by USAL's AAC and Governance Committee.

Board Committees:

Section 10.1: Executive Committee.

(a) The Executive Committee shall consist of the Chair, the Vice Chair, the Past Chair, the Secretary, the Treasurer, the Chair of the Board Governance Committee, and up to two (2) other Directors appointed by the Chair unless the Chair of the Executive Committee is not concurrently a Board Officer, in which case, then only one (1) Director shall be appointed by the Chair. Athlete representatives must equal at least 33.3% of the Executive Committee. At least half the athlete representatives must be NGB 10 Year Athlete representatives. The remainder must be either USAL 10 Year or USAL 10 Year+ Athlete representatives. The Chief Executive Officer of USA Lacrosse, Counselor(s) and such other individuals as may be identified by the Chair of the Board shall be entitled to attend meetings of the Executive Committee with voice but without a vote.

(b) The Executive Committee shall:

(i) Advise on the general operation of USA Lacrosse between meetings of the Board and make decisions otherwise reserved to the Directors on matters that require immediate action between the times of meetings of the Directors;

(ii) Advise on ethical policies, including delegating to the Judicial Committee the investigation and management of ethical issues that arise within the organization, the prioritization of the broader ethical issues affecting the sport of lacrosse and the development of ethical resources and standards;

(iii) Advise on strategic plan, including ensuring that the resources and efforts of USA Lacrosse are focused on and have the greatest impact on achieving the mission purposes of USA Lacrosse; and

(iv) Regularly liaise with the leadership of the US Lacrosse Foundation board of Directors to ensure alignment on strategic priorities and related funding needs.

(c) In carrying out the foregoing purposes, the Executive Committee shall possess and may exercise all the powers of the Board; provided that in no event shall the

Executive Committee take any action which would contravene, conflict with or amend the policies, objectives, purposes and express wishes of the Board, and, in addition, the Executive Committee shall not have power or authority as to the following:

(i) The adoption, amendment or repeal of the Charter or these Bylaws;

(ii) The amendment or repeal of any resolution of the Board; or

(iii) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

Section 10.2: Board Governance Committee.

(a) The Board Governance Committee shall consist of up to seven (7) members. The members are the Board's Past Chair, Chair, and Vice Chair; up to two (2) additional Executive Committee members and up to two (2) additional Board members. The Chair, Vice Chair, Past Chair and CEO discuss and decide upon member selections. Athlete representatives will equal at least 33.3% of the Governance Committee members. At least half the athlete representatives must be NGB 10 Year Athlete representatives. The remainder must be either USAL 10 Year or USAL 10 Year+ Athlete representatives.

(b) The Board Governance Committee shall:

(i) Develop, execute, and oversee a comprehensive nominating process for the Board and members of committees, and prepare a recommended slate of potential candidates;

(ii) Create and implement inclusive recruiting processes to advance diversity, equity and inclusion within board and committee composition, and annually evaluate the effectiveness and make recommendations for the improvement of such recruiting processes in an effort to ensure that the composition of the Board of Directors and committee members reflects and represents, at a minimum, different genders, races, ethnicities, ages, and geographic locations, while also ensuring athlete representation and the organization's constituency in its entirety;

(iii) Oversee and make recommendations to the Board of Directors for optimizing Board and committee performance;

(iv) Develop and recommend policies for the Board of Directors and committees that reflect USA Lacrosse's commitment towards ensuring diversity, equity, and inclusion within all aspects of the organization;

(v) Design and implement Board orientation and the onboarding process for new Directors;

(vi) Develop and oversee an annual Board of Directors self-assessment;

(vii) Create educational and professional development programs for Board members involving best practices for board governance;

(viii) Develop and review job descriptions for the Board of Directors, committee members, and Board officers;

(ix) Regularly review and evaluate performance of Board and committee members being considered for additional term(s) of service and make recommendations for renewal terms, and provide recommendations to the Executive Committee for any Board or committee member's performance issues;

(x) Develop criteria to determine Chief Executive Officer's annual compensation and performance bonus standards and targets;

(xi) Evaluate and recommend proposed amendments to the Charter and By-Laws of USA Lacrosse;

(xii) Monitor and manage potential conflicts of interest of Board and committee members;

(xiii) Assist other committees with correct application of these By-Laws; and

(xiv) Regularly review the Board's practices regarding participation, meeting structure and format, conflict of interest, confidentiality and other relevant matters, and suggests improvements as needed.

(xv) The USA Lacrosse AAC and the Governance Committee shall jointly develop a process to identify and vet candidates to serve as Athlete Directors.

Section 10.3: Finance Committee.
(a) The Finance Committee shall consist of up to seven (7) members, including the Treasurer, who shall be the Chair, and at least one (1) other Director. The Chief Financial Officer shall be an ex-officio member, with voice and without vote. Chairs of the Audit, Insurance / Risk Management, and Investment Subcommittees serve on the Finance Committee. Two (2) additional members may be nominated by the Finance Committee Chair and CFO, endorsed by the Executive Committee, and approved by the Board. Athlete representatives must equal at least 33.3% of the Finance Committee. At least half the athlete representatives must be NGB 10 Year Athlete representatives. The remainder must be either USAL 10 Year or USAL 10 Year+ Athlete representatives.

(b) The Finance Committee shall:

(i) Review and revise at least three times per year, and submit to the Board for adoption, a financial report (including but not limited to, budget of actual reports, current statement of financial position and activities, statement of functional expenses, and cash flow statement and/or projection) prepared by the Corporation's Vice President of Finance

& Administration and Chief Financial Officer, and ensure that the foregoing are in alignment with the strategic priorities of the Corporation. Board may request additional financial information which directly supplements the financial reports. The Board shall determine if the request is reasonable and the time frame to provide the information is adequate;

(ii) The discussion of financial information at the Board meeting shall be documented in the Board meeting minutes;

(iii) Oversee financial planning;

(iv) Establish policies for and monitor and supervise annual reviews of internal financial controls;

(v) Monitor the preparation of all tax forms and licenses as required by law;

(vi) Monitor investments and report to the Board thereon and shall review and make recommendations to the Board concerning all matters relating to investments, including, without limitation, investment policies, performance and the engagement and retention of investment managers and consultants;

(vii) Arrange for and review an annual audit of the financial operations, and report to the Board thereon;

(viii) Annually evaluate and make recommendations to the Board regarding business insurance coverage and membership insurance programs to ensure that USA Lacrosse and its members are adequately insured;

(ix) Monitor and make recommendations to the Board regarding risk management policies and practices;

(x) Monitor and make recommendations to the Board regarding Directors' and officers' liability insurance coverage;

(xi) Develop, review and where necessary, enhance, strategies for the USA Lacrosse philanthropic program in collaboration with the US Lacrosse Foundation; a

(xii) Oversee annual Board review of Internal Revenue Service Form 990;

(xiii) Evaluate and make recommendations to the Board regarding Compensation of Employees and/or Independent Contractors.

Section 10.4: Judicial Committee

(a) The Judicial Committee shall consist of three (3) individuals, including one (1) of legal background, one (1) appointed by the AAC, and one (1) Independent as defined in Section 9.23;

(b) The Judicial Committee shall:

(i) Appoint the individual with the legal background as Chair of the Judicial Committee;

(ii) Administer, oversee, hear and render a decision (or appealed decision) on all matters filed with USA Lacrosse arising under the USA Lacrosse Grievance Policy and Conflict of Interest Complaint forms;

(iii) The Judicial Committee shall have the right to appoint a panel of no less than three (3) individuals, as required in Section 9.3(j), to hear and render a decision under the USA Lacrosse Grievance Policy Complaint form;

(iv) The Chair of the Judicial Committee shall have the right to designate an individual to review and investigate Conflict of Interest form, with the final decision made by the Judicial Committee;

(v) The Chair of the Judicial Committee shall have the right to designate an individual to review and/or investigate Administrative, Disciplinary, and Right to Participate Complaints, as further defined in the USA Lacrosse Grievance Policy, with the final decision to be made by the Judicial Committee.

Section 10.5.: USAL Athlete Advisory Council
Purpose: The USA Lacrosse Athletes' Advisory Council ("AAC") shall be a forum to provide a comprehensive means of communication between athletes and USAL. The USA Lacrosse AAC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Lacrosse, as defined and governed by the USA Lacrosse AAC Guidelines. Certain Board Committees, Subcommittees, and Task Forces may be considered "Designated Committees" for which additional athlete eligibility standards must apply, as described herein.

Section 10.6: National Teams / High Performance Subcommittee

(a) The National Teams / High Performance Subcommittee shall consist of up to seven (7) members, including a Chair and Vice Chair. Athlete representatives must equal at least 33.3% of the National Teams / High Performance Subcommittee. At least half the athlete representatives must be NGB 10 Year Athlete representatives. The remainder must be either USAL 10 Year or USAL 10 Year+ Athlete representatives.

(b) The National Teams / High Performance Subcommittee shall:

i. Provide guidance and support related to the United States National Lacrosse Teams within all competition disciplines (the "U.S. Team");

ii. Provide guidance and support related to the selection and evaluation of U.S. Team coaches, athletes, and staff in accordance with policies approved by the Board; and

iii. Provide guidance and support to the National Team Development Program.

Section 10.6: Subcommittees and Task Forces. The Executive Committee may, subject to the approval of the Board, from time to time, create subcommittees to perform particular duties and functions as the Executive Committee may deem appropriate. Board Committees or subcommittees may, from time to time, create a task force for a time limited function.

Section 10.7: Establishing Subcommittees. Board Committees may, subject to the approval of the Executive Committee, establish subcommittee(s) to carry out the responsibilities of the committee. Any board committee wishing to establish a subcommittee shall submit to the Executive Committee a written request which shall include: (i) the purpose of the proposed subcommittee; (ii) the proposed number of subcommittee members; and (iii) the names of the individuals who are to be the chair, vice chair (if any) and members of the proposed subcommittee. In making its determination, the Executive Committee shall consider whether the proposed subcommittee is consistent with (a) the Board committee structure contemplated in this Chapter 10; (b) USA Lacrosse purposes and powers, including any strategic priorities; and (c) USA Lacrosse annual budget.

Section 10.8: Board Committees, unless noted otherwise.

(a) The authority of each committee shall be as set forth in these Bylaws or as otherwise established by the Board. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the

Board;

(b) Committees shall make recommendations to the Board for action by the Board;

(c) Either the Chair of the Board or the Chief Executive Officer, with the approval of the Executive Committee, may appoint or remove members or employees of USA Lacrosse as ex-officio members of any committee, with voice and without vote, it being the intention that such officers and employees provide expertise and resources regarding the mission of the committee and implement the recommendations of the committee, after approval by the Board;

(d) The Chair of the Board and the Chief Executive Officer shall be ex-officio members of each committee;

(e) Committees shall have a chair appointed by the Executive Committee, and, at the discretion of the Executive Committee, a vice chair, provided that the National Teams and High-Performance Committee shall at all times have a vice chair who shall automatically become chair at the end of the then serving chair's term. At all times, between the individuals serving as chair and vice chair of the National Teams and High-Performance

Committee, one (1) shall be a representative of the Women's Game, and one (1) shall be a representative of the Men's Game. All appointments of the Executive Committee of Chairs and Vice Chairs of Committees shall require the approval of the Board; and

(f) USA Lacrosse may have additional Board Committees as it deems necessary and as outlined herein.

Section 10.9: Appointment. Except with respect to the Sports Science & Safety Committee, all committee chairs shall be Directors, unless the Board decides otherwise.

Section 10.10: Diversity, Equity and Inclusion. USA Lacrosse is committed to taking meaningful and intentional actions to promote a culture of inclusion in the sport of Lacrosse through diversity, equity, and inclusion among members. USA Lacrosse recognizes its responsibility to promote and enhance diversity, equity, and inclusion throughout the sport of Lacrosse, as well as maintain committee composition that reflects the diversity of the Corporation's members in furtherance of that overall goal

Section 10.11: Suspension or Removal. A member of a committee may be suspended or removed with or without cause by the Executive Committee.

Section 10.12: Resignation. A member of a committee may resign by delivering their written resignation to the chair of the committee with a copy to the Chair of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 10.13: Vacancies. A vacancy in any committee occasioned by the death, resignation, inability, removal pursuant to Chapter 10, resignation or refusal of a member to serve may be filled ty the chair of the committee, subject to the approval of the Executive Committee, except where a vacancy exists with respect to the chair of a committee, which shall be filled by the Chair of the Board and approved by the Executive Committee.

Section 10.14: Term. The term limit applicable to each Board member, including the chair of a committee, serving on a committee shall be the same as the term limit applicable to such Board member's service as a member of the Board. Each individual that serves on a committee who is not a Board member shall be limited to serving on such committee for a maximum of two (2) successive two (2) year terms, unless the Board decides otherwise. A partial term shall not be counted for purposes of the term limits as set forth above.

Section 10.15: Meetings/Communications. Each committee shall establish a regular meeting schedule, which shall include at least two (2) meetings per fiscal year. Special meetings may be called by the Chair or by a majority of the members of the committee upon not less than one (1) days' notice. The time and place of the meeting may be fixed by the party making the call. Any action required or permitted to be taken at any meeting may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the committee. Such consents shall be treated for all purposes as a vote at a meeting. Unless otherwise provided by law or the Charter, committee members may participate in any meeting by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10.16: Committee Governance. Unless otherwise expressly provided in these By-Laws, a majority of the members of each committee shall constitute a quorum for the transaction of business, and a majority of committee members voting in the affirmative at a meeting at which a quorum is present shall act on behalf of the voting members. The secretary of each committee or, in the absence of the secretary, a temporary secretary appointed by the chair of the committee shall keep a true record of all proceedings, and such records shall always be open for inspection by any Director. Subject to the review and approval of the Executive Committee, if any, each committee may adopt rules or procedures for its own governance not inconsistent with the Charter or these By-Laws, provided any such rules or procedures must be approved by the Executive Committee, and with respect to rules or procedures of the Executive Committee, must be approved by the Board.

Section 10.17: No Compensation. Members of committee shall be prohibited from receiving any compensation for services rendered in the capacities as such, including the payment of money or any other form of in-kind compensation, provided that this restriction contained in the preceding sentence shall not prohibit committee members from being reimbursed by USA Lacrosse for actual expenses incurred by them in serving as a member of a committee, provided that such reimbursement is made in accordance with policies from time to time adopted by the Board.

Section 10.18: Attendance. Members of committee are required to attend all meetings of the committee, and attendance in person is required whenever possible. The Chair of the committee shall monitor the attendance of committee members at meetings of the committee and individuals who fail to attend meetings of the committee shall be required to explain the reason or reasons for their absence to the Chair of the committee.

CHAPTER 11 – BOARD OFFICERS AND DUTIES

Section 11.1: Officers. The officers of USA Lacrosse shall be elected by the Board at the annual meeting of the Board and shall consist of a Chair, a Vice Chair, a Past Chair, a Secretary, a Treasurer, and such other officers as the Board may determine, who shall each have such duties as the Board may determine. The Board may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper. No one person may simultaneously hold more than one such office.

Section 11.2: Chair. The Chair shall be the representative of the Board, elected by a majority of the Directors to begin service as Vice Chair two years prior, and shall perform such duties as are assigned by the Board. The Chair shall preside over the meetings of the Board and Executive Committee at which they are present, shall appoint members of committees in consultation with the Executive Committee, except as otherwise provided in these By-Laws. The person serving as Chair shall automatically become the Past Chair upon the end of their term as Chair.

Section 11.3: Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event the Chair is unable to act. The Vice Chair shall discharge such other duties as may be assigned by the Chair or the Board. The person serving as Vice Chair shall automatically become Chair at the expiration of his or her term as Vice Chair.

Section 11.4: Past Chair. The Past Chair shall perform the duties of the Chair in the absence of the Chair and the Vice Chair or in the event that the Chair and the Vice Chair are unable to act. The Past Chair shall discharge such other duties as may be assigned by the Chair or the Board.

Section 11.5: President and Chief Executive Officer. There shall be a paid President who shall be the Chief Executive Officer of USA Lacrosse and who shall have the responsibility for the implementation of the policies determined by the Board and for the administration of the business affairs of USA Lacrosse. The Chief Executive Officer shall have all of the powers and duties usually vested in the office of the chief executive officer of a business corporation and shall carry out the policies of USA Lacrosse in accordance with these By-Laws. The Chief Executive Officer may sign with the Secretary or other proper officer of USA Lacrosse authorized by the Board any deeds, bonds, contracts or other instruments which the Board has authorized to be executed. The Chief Executive Officer shall report to the Chair, the Vice Chair and the Executive Committee in the interim between Board meetings. The Chief Executive Officer shall carry out the foregoing duties within the yearly budget previously approved by the Board and all major funding matters and expenditures shall be approved according to Board-established internal control policy.

Section 11.6: Vice President. The Board may determine to have one or more paid Vice Presidents. A Vice President shall have such other powers and perform such other duties as may be assigned to them by the Board, the Chair or the Chief Executive Officer. If there is more than one Vice President, the Board may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board, the Chief Executive Officer may make such determination. No Vice President shall have the power or authority to bind USA Lacrosse unless expressly authorized by the Board or the Chief Executive Officer.

Section 11.7: Vice President of Finance & Administration and Chief Financial Officer. The Board may determine to have a paid Chief Financial Officer, who shall also be the Vice President of Finance & Administration of USA Lacrosse. The Chief Financial Officer, at the request of the Chair or in the absence of the Chief Executive Officer or during the Chief Executive Officer's inability to act, shall perform the duties and exercise the functions of the Chief Executive Officer, and when so acting shall have the powers of the Chief Executive Officer. The Chief Financial Officer shall have such other powers and perform such other duties as may be assigned to them by the Board, the Chair or the Chief Executive Officer.

Section 11.8: Secretary. The Secretary shall keep the seal and records of USA Lacrosse, supervise the taking, making and distribution of all minutes, attend to the publication of official reports, attest documents, and perform such other functions as usually pertain to that office.

Section 11.9: Treasurer. The Treasurer shall have a financial background and have charge of the funds of USA Lacrosse. The Treasurer shall be the Chair of the Finance Committee and shall generally carry out the duties of Treasurer and such other duties as may be assigned by the Board. The Treasurer shall cause independently audited financial reports of USA Lacrosse to be prepared annually and such special reports as may from time to time be called for by or under the authority of the Board. The Treasurer, in consultation with the Finance Committee and the Vice President of Finance & Administration and Chief Financial Officer, shall submit for approval at least thirty (30) days before the end of the fiscal year the operating budget of USA Lacrosse for the ensuing fiscal year. Such budget, as revised or amended, shall require the approval of the Board.

Section 11.10: No Compensation. The Board Officers and Volunteers shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of USA Lacrosse set forth in the Charter, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Any such reimbursement must be made in accordance with policies adopted by the Board from time to time. All other officers of USA Lacrosse, who are employees of USA Lacrosse, may be compensated pursuant to employment agreements between USA Lacrosse and the officer.

Section 11.11: Bonding. All officers and employees handling funds of USA Lacrosse shall be bonded in such amounts as may be determined by the Board. The expense of furnishing such bonds shall be paid by USA Lacrosse.

Section 11.12: Term and Removal. The Board Officers each shall serve for a term of two (2) years or until his or her successor has been duly elected and has qualified. All other officers shall serve for a one (1) year term of office. The Board may authorize any officer to remove subordinate officers. The Board Officers may only be removed after due notice and an opportunity to be heard before the Board, and the affirmative vote of two-thirds (2/3) of the entire Board with or without cause. All other officers may be removed, with or without cause, at any time without notice or hearing upon a majority vote at Board meeting where a quorum is present.

Section 11.13: Vacancies. The Board at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

Section 11.14: Resignation. Any officer may resign their office at any time. Such resignation shall be made in writing and shall take effect from the time of its receipt by the Chair of USA Lacrosse, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

CHAPTER 12 - COUNSELORS

Section 12.1: Counselors. The Board may select one or more members of the legal profession to serve as Counselor(s). If more than one Counselor is selected, the Chair may appoint one Counselor as the principal Counselor and all references to the Counselor in these By-Laws shall mean the principal Counselor. The principal Counselor shall coordinate the activities of all other Counselors. Counselors shall be elected to two (2) year terms and shall not be subject to term limits. The Counselor(s) shall advise and consult with the Directors, officers and agents of USA Lacrosse. The Counselor(s) shall have the right to speak at any meeting of the Board. Except as may be approved by the Board, the Counselor(s) shall receive no salary or other compensation but may be reimbursed for necessary expenses in accordance with procedures adopted from time to time by the Board.

Section 12.2: Special Counsel. The Board may authorize the appointment of special legal counsel or consultants as may be required from time-to-time at such fees and compensation as agreed upon.

CHAPTER 13 - REPRESENTATIVES TO WORLD LACROSSE AND THE PAN AMERICAN LACROSSE ASSOCIATION

Section 13.1: Attendance. Any representative of USA Lacrosse selected by USA Lacrosse to serve in a position in World Lacrosse and/or the Pan American Lacrosse Association in a representative capacity shall be expected to attend appropriate meetings of World Lacrosse and/or the Pan American Lacrosse Association and shall submit timely written reports to the Board and to the Executive Committee. Reasonable expenses for all representatives of USA Lacrosse to World Lacrosse and the Pan American Lacrosse Association may be paid by USA Lacrosse.

CHAPTER 14 - ACTION AND ATTENDANCE AT MEETINGS

Section 14.1: Effectiveness of Actions. Actions taken at a meeting of the Board or of the Director Members shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when an effective date has been recited in the record of the action taken.

Section 14.2: Minutes. The minutes of meetings of the members of the Board, the Executive Committee, shall be distributed prior to the next meeting. The minutes of all meetings of the Board shall be published on USA Lacrosse website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at the meeting, motions taken and shall note whenever a meeting participant recuses themselves due to an apparent conflict of interest, as defined in USA Lacrosse Conflict of Interest Policy.

CHAPTER 15 - AMENDMENTS TO BY-LAWS

Section 15.1: Necessary Vote. These Bylaws may be amended by the Board by the affirmative vote of at least a majority of the votes cast at a meeting at which at least two-thirds (2/3) of the Directors are present.

Section 15.2: Proposed Amendment. The text (or a summary thereof) of any proposed amendment to be adopted at a meeting shall be sent to the Directors at least fifteen (15) days prior to the meeting at which such action is to be taken.

Section 15.3: Strict Procedure. Except for proposed amendments distributed in accordance with Section 15.2, no amendment may be adopted at a meeting of the Board, except that this section shall not prevent the Board from modifying the text of any proposed amendments at the time of adoption if the modifications do not materially alter the substance of the proposed amendments.

Section 15.4: Effectiveness of Amendments. Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

CHAPTER 16 - ELIGIBILITY

Section 16.1: Eligibility Criteria. The eligibility criteria of USA Lacrosse for Athletes shall be the eligibility rules pertaining to Lacrosse as issued by USA Lacrosse or World Lacrosse or its successor(s) as the appropriate international sports federation(s) for the sport of Lacrosse. USA Lacrosse shall publish such eligibility criteria from time to time.

Section 16.2: Rules. Eligibility rules for Lacrosse shall be published from time to time by USA Lacrosse.

Section 16.2: Resolution of Eligibility Disputes. All athlete grievances pertaining to eligibility determinations shall be considered "Participation Grievances" and shall be resolved in accordance with Chapter 17, below.

CHAPTER 17 - GRIEVANCE PROCEDURES

Section 17.1: Grievance Policy. Each member of USA Lacrosse is subject to, and is bound by, the USA Lacrosse Grievance Policy.

CHAPTER 18 - SANCTIONING OF ATHLETIC COMPETITION

USA Lacrosse may from time to time establish an impartial policy concerning the sanctioning of Athletic Competition in Lacrosse, which policy shall be consistent with the principles of the Act.

CHAPTER 19 - CONFLICT OF INTEREST AND ETHICAL PRACTICES

Section 19.1: Conflict of Interest. If any officer, or member of the Board or Executive Committee, has a financial interest in any contract or transaction involving USA Lacrosse, such individual shall not participate in the evaluation or approval of such contract or transaction. The member must disclose such conflict to USA Lacrosse. Upon such disclosure being made, the contract or transaction shall not be voidable, if the Board or Committee, in good faith, authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board by the unanimous vote of the disinterested Directors, provided the contract or transaction is fair to USA Lacrosse at the time it is authorized.

Section 19.2: Ethical Practices. The Board shall adopt a written Code of Conduct for USA Lacrosse which may contain the requirement that each officer, Director, standing committee, subcommittee, and task force member, and each key employee of USA Lacrosse annually agree in writing to abide by such Code.

CHAPTER 20 - INDEMNIFICATION

Section 20.1: USA Lacrosse may indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of USA Lacrosse, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity, or in connection with an appeal therein. This right of indemnification may also apply to expenses of litigation, which is compromised or settled, including amounts paid in settlement, if USA Lacrosse approves such settlement as provided in Section 21.2. An individual referred to above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Lacrosse, and in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Lacrosse.

Section 20.2: Any amount payable as indemnification pursuant to this Chapter shall be determined and paid by USA Lacrosse upon a determination by majority vote of the Board, not including those members who have incurred expenses in connection with the litigation of which indemnification is sought, that the individual in question has met the standard of conduct set forth in Section 20.1. If no such disinterested Board members are available, the required determination may be made either by the Counselor of USA Lacrosse in a written opinion, or by such other means as may be permitted by applicable law.

Section 20.3: Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by USA Lacrosse in advance of a final disposition of such litigation upon the request of such person and receipt of a written commitment by such person to repay the amount advanced if it is determined under Section 20.2 hereof that such person is not entitled to indemnification pursuant to this Chapter.

Section 20.4: The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Chapter. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Chapter.

CHAPTER 21 - PRINCIPAL OFFICE

The principal office of the corporation shall be located in the state of Maryland, provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board.

CHAPTER 22 - GENERAL

Section 22.1: Fiscal Year. The corporation shall keep its books of account and records on the basis of a fiscal year ending December 31.

Section 22.2: Rules of Order. Questions of order shall be decided by the presiding officer in accordance with the most recent edition of Robert’s Rules of Order, except that in the event of a conflict between these By-laws and Robert’s Rules of Order, these Bylaws shall prevail. A motion to table will not be debatable. The Counselor shall serve as parliamentarian.

Section 22.3: Gender. Words used in this Agreement, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context indicates is appropriate. The use of the singular herein shall also refer to the plural, unless the context requires otherwise.

APPENDIX A

USA Lacrosse AAC BYLAWS

A.1. Athlete Advisory Council Purpose

The USA Lacrosse Athlete Advisory Council ("AAC") serves as a source of Athlete opinion and advice for policies and proposed policies of USA Lacrosse ("USAL"). The AAC shall:

a) Serve as a vehicle for Athlete engagement;
b) Endeavor to protect the rights of athletes;
c) Provide athlete feedback;
d) Build and establish relationships among the athletes of USAL;
e) Assist in identifying potential future athlete board representative candidates and introduce athletes to USAL governance structure;
f) Serve as SafeSport and USADA ambassadors and advocates;
g) Conduct the election of 10Year Athletes and 10Year+ Athletes to the USAL Board of Directors; and
h) Select the Team USA Athletes' Commission Representative and Alternate Representative to serve on the Team USA Athletes' Commission of the USOPC.

A.2. Composition of the AAC

The AAC shall consist of no more than nine (9) representatives ("Representatives") elected by Athletes pursuant to the Amended and Restated By-Laws of USAL laws. The representatives of the AAC Board shall consist of the following:

a. One (1) Team USA Athletes' Commission Representative*
b. One (1) Team USA Athletes' Commission Alternate*
c. One (1) Paralympic Athlete, after USAL is informed it will be participating in its first Paralympic Games.
d. Remaining representatives shall be made up of the pool of eligible Athletes.
e. No discipline can have more than four ("4") AAC Representatives
f. No more than two-thirds (2/3rds) of the AAC shall have the same gender.

* Both the Team USA Athletes' Commission Representative and the Alternate Representative are automatic members of the AAC

A.3. Qualification to the AAC

a. To be eligible to stand for election as an AAC Representative, an Athlete must meet the 10 year athlete criteria for USAL as defined by the USOPC.

b. To be eligible to stand for election as a Team USA Athletes' Commission Representative, an Athlete must meet the criteria of a 10 year athlete as defined by the USOPC Bylaws.
c. AAC Representatives must complete their USAL conflict of interest disclosure form and provide the form to the USAL Governance Committee or follow the process outlined in the USAL Conflict of Interest Policy if the policy outlines a different process for reviewing and resolving conflict of interest disclosures.
d. AAC Representatives must disclose any felony convictions and any periods of ineligibility based on anti-doping or SafeSport violations.
e. AAC Representatives cannot be paid employees of USAL or the USOPC.

A.4. Terms

a. AAC Representatives shall serve a two-year term.
b. There are no term limits. As long as an Athlete remains eligible based on the qualification requirements, they remain eligible to run for election.
c. The Team USA Athletes' Commission Representative and Alternate Representative shall serve four-year terms, as defined in the Team USA Athletes' Commission Bylaws.

A.5. Election of the USA Lacrosse AAC Representatives

Only those Athletes eligible to be AAC representatives are eligible to vote in AAC elections. AAC maintains a procedure for the election process.

A.6. USA Lacrosse AAC Officers

a. Election for the following positions within the elected AAC Representatives will take place during or immediately following the USAL Board of Directors Meeting held in the fourth quarter:
   i. AAC Chair
   ii. AAC Vice Chair
b. The Chair and Vice Chair will each serve a two-year term. The term for each position will begin in the first quarter following the election.

A.7. Athlete Representation on the USAL Board of Directors

Athletes must represent at least 33% of the USAL Board of Directors.

a. The AAC Chair and Vice Chair shall serve on the USAL Board of Directors for their elected term (2 years).

b. The Team USA Athletes' Commission Representative will serve on the USAL Board of Directors for their elected term (4 years).
c. The remaining Athlete Representative(s) will be elected by the AAC eligible Athletes from the pool of 10 Year and 10 Year Plus Athletes. These Athlete Representatives will be elected to two-year terms.
d. The AAC and the USAL Governance Committee shall jointly develop a process to identify and vet candidates to serve as AAC Directors.

A.8. Athlete Representation on USAL Committees

Athletes must represent at least 33% of committee members on USAL Standing committees. Athlete representation on the standing committees shall be at least 20% athletes who are 10 year athletes. The remainder of the athlete representation may be 10 year or 10 year + athletes.

A.9. Meetings

a. AAC meetings will be held biannually, concurrent with a USAL Board of Directors meeting.
b. Other meetings, in person or via conference call, will be called and held as deemed necessary by the AAC Chair or Vice Chair.
c. If an AAC Representative is unable to attend two (2) consecutive meetings, the AAC may remove the Representative if two-thirds (2/3) of the AAC Representatives vote to take such action.
d. At any AAC meeting, a quorum of two-thirds (2/3) must be present for any vote to take place. In matters requiring immediate action by the AAC, the Chair can act on behalf of the AAC after consulting with at least two (2) other Representatives of the AAC. Any action taken in this manner is subject to ratification at the next duly called AAC meeting.
e. Robert's Rules of Order will, in general, be followed.

A.10. Rules of Conduct

a. AAC Representatives must conduct themselves in a professional manner at all times, both on and off the field.
b. An AAC Representative must recuse himself or herself from votes or discussions that immediately and directly impact them, or the team(s) on which they compete.

A.11. Amendments to the USA Lacrosse AAC Bylaws

a. These bylaws may be amended by a two-thirds (2/3) majority vote of the current AAC Representatives and USAL Board.
b. Amendments to the AAC bylaws may be approved via electronic means, including but not limited to email communication.