

BYLAWS

OF

Denver Bandits Lacrosse Club, Inc.

In accordance with a resolution duly adopted by the board of directors of the corporation via email the week of May 10, 2009, the following are the amended Bylaws of Denver Bandits Lacrosse Club, Inc.:

ARTICLE I

Name

Section 1: Name. The name of the organization is Denver Bandits Lacrosse Club, Inc.

ARTICLE II

Purpose and Mission

Section 1: Purpose and Mission. Denver Bandits Lacrosse Club, Inc. is organized exclusively for charitable, scientific and educational purposes, more specifically its mission is to develop, administer, promote and teach the game of lacrosse among elementary and middle school age children under fifteen years of age within the State of Colorado.

ARTICLE III

Location

Section 1: Location. The principal office of the organization, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the board of directors.

ARTICLE IV

Fiscal Year

Section 1: Fiscal Year. The fiscal year of the corporation is August 1 through July 31.

ARTICLE V

Membership

Section 1: Eligibility. Denver Bandits Lacrosse Club coaches participating at any age division who are registered in the membership book are eligible for membership. Each member must have a current membership with US Lacrosse.

Section 2: Membership Book. The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section 3: Non-liability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 4: Member Responsibilities. Subject to the supervisory powers of the board of directors, members are individually responsible for: a) fulfillment of the corporation's mission, goals and policies as established from time to time by the Board; b) following and enforcing the rules and policies of the corporation, US Lacrosse, the Colorado Lacrosse Foundation ("CLF") or the Colorado Youth Lacrosse Association ("CYLA"); c) volunteering for service in the corporation's governance, projects and operations; d) preserving and maintaining the corporation's character, equipment, and fields of play, and; e) in general performing faithfully in accordance with the corporation's expectations for charitable, scientific and educational purposes, in the development, administration, promotion and teaching the game of lacrosse among children under fifteen years of age within the State of Colorado.

Section 5: Termination of Membership. The membership of a member shall terminate upon the occurrence of any of the following events: a) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by US mail or electronic mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. b) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. c) Failure to maintain eligibility or meet member responsibilities pursuant to Article V. All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 6: Non-Discrimination. No person shall be denied membership in the corporation because of that person's race, religion, color, creed, age, national origin, sexual orientation, gender, disability or any other protected status under applicable local, state or federal law.

ARTICLE VI

Delegates

Section 1: Delegate. Each Denver Bandits Lacrosse team (this includes past Denver Bandits Lacrosse Club, Red Hawks, and Eagles Lacrosse Clubs), from the immediate past spring season from grades kindergarten through seventh in any division, shall be represented by one (1) delegate who shall be the head coach, assistant coach or team parent.

Section 2: Representation. No delegate shall be entitled to represent more than one (1) Denver Bandits Lacrosse Club team.

ARTICLE VII

Meeting of Members

Section 1: Annual Meeting. An annual meeting of the members (delegates) will be held at 6:30 p.m. on such day in May or June of each year, at a place as shall be designated by the board of directors. In the event no day is so designated in any year, the annual meeting shall be held at the corporation's principal office at 6:30 p.m. on the second Thursday in June.

Section 2: Order of Business. The order of business at the annual meeting is as follows:

1. Introduction
2. Approval of Preceding year's meeting minutes
3. President's Report
 - a. Summary of Previous Year
 - b. Financial Report, including capital development plan update
 - c. Introduction of New Board Nominees, and announcement of Officer Nominees and Committee Chair Nominations
 - d. Open Discussion
4. General Business
5. Annual Election of Directors

Section 3: Special Meetings. Special meetings of the members may be called by the board of directors or upon written request/petition of at least one-third (1/3) of the members, who shall have stated in writing to the board of directors the purpose of such a meeting. At a special meeting, no action shall be taken upon any subject not stated in the notice of such meeting.

Section 4: Notice. Notice of every membership meeting of the corporation shall be mailed or delivered electronically to each member at least ten (10) days before the day on which the meeting is to be held. Notices of special membership meetings shall contain a brief statement of the business to be considered at such meeting.

Section 5: Quorum and Adjournment. At all meetings of the membership, a simple majority (one over half) of delegates shall constitute a quorum for the transaction of business. If no quorum is present, the presiding officer may adjourn the meeting from time to time and notice of each adjournment shall be mailed or delivered electronically to each member.

Section 6: Voting. At all meetings of the members, voting shall be by delegates, with each delegate having one (1) vote. Voting shall be done in person or by the head coach only via email or fax to the corporate office before 5 pm on the day of the annual meeting and voting by means of proxies shall not be authorized. Cumulative voting shall not be allowed.

ARTICLE VIII

Board of Directors

Section 1: Corporation Management. The management of the corporation shall be vested in a board of directors, which shall number not fewer than seven (7) or more than nine (9) and shall include the officers of the corporation. The board of directors may be comprised of members or non-members of the corporation. All powers not delegated by the board of directors are reserved to it.

Section 2: Non-Discrimination. The corporation is committed to a policy of fair representation on the board of directors and will not discriminate on the basis of race, religion, color, creed, age, national origin, sexual orientation, gender, disability or any other protected status under applicable local, state or federal law. Directors shall be of the age of majority in this State and hold a current membership with US Lacrosse.

Section 3: Election of New Directors. Election of new directors or election of current directors to a second term will occur as an item of business at the corporation's annual meeting. Directors shall be elected by a simple majority vote (one over half) of the membership.

Section 4: Term of Office. The term of each director of the corporation shall be two (2) years. No director will be eligible to serve more than two (2) consecutive full terms as a director. Approximately one-half (1/2) of the members of the board of directors shall be elected each year. Initially, one-half (1/2) of the board will serve a one (1) year term and one-half (1/2) of the board will serve a two (2) year term. Staggered elections will commence with a special email election in December, 2007 .

Section 5: Unexpired Term. When a director, dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6: Resignation. Resignation from the board must be in writing and received by the Secretary.

Section 7: Absence Considered a Resignation. Absence from three (3) consecutive board meetings without a valid reason in the judgment of the board of directors shall be considered a resignation constituting a vacancy to be filled by the board.

Section 8: Removal. A board member may be removed for other reasons by three-fourths (3/4) vote of the remaining directors, but only after such board member shall have had an opportunity to present a defense. One week's written notice of the time when the board of directors will consider the charges against a board member, accompanied by a written specification thereof, shall be considered as affording such member sufficient opportunity to present a defense. The board shall provide written notice via US Mail and electronic mail of any disciplinary action to the board member's last known address of record.

Section 9: Vacancies. The board may elect one or more persons to serve as directors until the next annual meeting of the members to fill a position on the board when the number of directors is less than the total allowed by these Bylaws.

Section 10: Ex-Officio Member. The Administrator of the corporation shall be a non-voting *ex-officio* member of the board of directors, which will permit full participation in board discussions and committees, but without a vote.

Section 11: Past President. The immediate past president of the board of directors may serve one (1) additional year in a voting *ex-officio* capacity even if two (2) elected terms have been completed.

Section 12: Voting. Each board member, with the exception of the Administrator, shall have one (1) vote. A vote may be cast in person, via electronic mail, via telephone or through a proxy granted in writing to the individual casting the vote on behalf of the board member.

Section 13: Compensation and Expenses. No compensation will be paid to any member of the board of directors for services as a member of the board. By resolution of the board, a board member may receive the advancement or reimbursement of reasonable expenses incurred in performance of his or her duties or for special services rendered by any director.

Section 14: Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 15: Powers. The board of directors shall have general charge of the affairs, property, and business of the corporation and general supervision and control of all employees, members, volunteers, coaches, players, parents and spectators. It may prescribe and enforce rules for the government of the board, and shall regulate the use of equipment, practice and playing fields of the corporation. In general, the board may do all things deemed by it to be necessary and expedient to control and manage the corporation's affairs not inconsistent with any federal, state or local laws, the Articles of

Incorporation and these Bylaws, as amended from time to time. The board may delegate responsibility for day-to-day operations to an Administrator and Committees. The board shall have and exercise, on behalf of the corporation, all the rights, powers and privileges granted to a not-for-profit corporation organized under the laws of the State of Colorado in the furtherance of the corporation's purposes as set forth in the Articles of Incorporation.

Section 16: Committees. The board of directors shall appoint a Finance Committee, a Player Committee, a Coach Committee, a Marketing Committee, a Girls Committee, and an Advisory Board, each to be headed by an executive board member and from the membership at large or from non-members. The board of directors may also appoint such other committees from its own membership, or from the membership at large, or from non-members or partly from each, as it shall deem necessary from time to time. A member of the board of directors must serve as the chair of any committee. Committee business and appointments shall be conducted in accordance with Article XIII of these Bylaws.

Section 17: Reports. At each annual meeting, the board of directors shall submit a detailed report of the affairs of the corporation, a copy of which shall be mailed or delivered electronically to the membership at least one week before such annual meeting and additional copies shall be made available to the membership at such meeting. Said report shall include, but is not limited to, historical operating and capital financial statements and the capital development plan.

ARTICLE IX

Meetings of the Board of Directors

Section 1: Meetings. An annual meeting of the board of directors will be held each year following the annual meeting of the members. In addition to its annual meeting, the board of directors will hold regular meetings at least six times each calendar year at such place and time as may be designated by the board of directors. Board meetings are open to the public and guests may be invited by the President from time to time. The public and guests shall not vote on any matters before the board.

Section 2: Special Meetings. Special meetings of the board of directors may be called may be called by the President, by the majority of the board, or by a request of a majority at a membership meeting.

Section 3: Notice. Notice of regular and special meetings requires that each board member shall be mailed or delivered electronically to each member at least ten (10) days before the day on which the meeting is to be held. Notices of special meetings shall contain a brief statement of the business to be considered at such meeting. Unless called by a majority of the membership at a membership meeting, no notice of board meetings need be served upon the membership.

Section 4: Quorum. The presence of a simple majority (one over half) of the voting Board members shall constitute a quorum for transacting business.

Section 5: Presence. Any or all directors may participate in a board meeting or committee meeting in person or by means of conference telephone or video conference, as long as participants are able to hear one another, and such participation shall constitute presence at the meeting.

Section 6: Voting. At all meetings of the board of directors, each director present or by proxy, with the exception of the *ex-officio* Administrator, will be entitled to cast one (1) vote on any motion before the board. At a meeting at which a quorum is present, a simple majority affirmative vote (or two-thirds (2/3) vote when called for) of the directors voting is required to pass a motion before the board.

ARTICLE X

Officers and Duties

Section 1: Number and Titles. There shall be seven (7) officers of the Board consisting of a President (CYLA Liaison), Vice President (Chair of Coach Committee), Vice President (Chair of Player Committee), Vice President (Chair of Girls' Programs), Vice President (Chair of Marketing), Secretary (Chair of Advisory Board), and Treasurer (Chair of Finance Committee), each of whom shall be elected by and from the board of directors, and shall hold office for two (2) years or until the election of their successors.

Section 2: President. The President shall: a) preside at meetings of the corporation and of the board of directors; b) Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the board of directors; c) have general supervision of the affairs and policies of the corporation; and d) in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 3: Vice President. In the absence of the President, or in the event of the death of the President, or the President's inability or refusal to act, the Vice President (Chair of Player Committee) shall exercise all powers of the President and be subject to all the restrictions of the office of President as stated herein. In the absence of both the President and Vice President (Chair of Player Committee), the board of directors may elect a President pro-tem.

Section 4: Secretary. The Secretary shall: a) give notices of meetings of the corporation and of the board of directors; b) be the official custodian of the corporation seal and shall affix the same and attest all written documents when sealing and attestation are required; c) supervise the correspondence; d) keep the minutes and records of the corporation; and f) in general perform all duties incident to the office of the Secretary and such other

duties as from time to time may be assigned to the Secretary by the President or by the board of directors.

Section 5: Treasurer. The Treasurer shall: a) oversee the collection of fees and dues and other receipts and revenues of the corporation; b) deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; c) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; d) assist in the preparation of the budget; e) assist with the development of fundraising plans; f) have charge and custody of, and be responsible for, all funds and securities of the corporation g) report thereon at each regular meeting of the board of directors; h) disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements i) chair the Finance Committee; and j) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or board of directors. The Treasurer is authorized to utilize such accountants in furtherance of the foregoing duties as shall be authorized by the board of directors. The Treasurer may delegate these duties to the Administrator with appropriate oversight. Any duties so delegated shall not relieve the Treasurer of his or her fiduciary responsibilities to the board of directors and corporation.

Section 6: Ex-Officio Member. The Administrator of the corporation shall be a non-voting ex-officio member of the board of directors, which will permit full participation in board discussions and committees, but without a vote.

Section 7: Limitation of Powers. No officer or director shall incur any liability for any addition to, improvement, or betterment of the property owned by the corporation, or make or authorize any contract for the expenditure of any money on behalf of the corporation without previous authority, therefore, or subsequent ratification thereof from the board of directors.

Section 8: Eligibility. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 9: Vacancies. A vacancy in any office may be filled by a majority vote of the board or directors for the unexpired portion of the term.

ARTICLE XI

Contracts with Officers and Directors

Section 1: No officer or director of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the board of directors at a meeting at which the presence of the interested person is not

necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the directors present at the meeting at which the contract is to be authorized.

ARTICLE XII

Administrator and Staff

Section 1: Administrator. The board of directors may hire an Administrator, who is an independent contractor, and who shall collaboratively with the board, and is responsible for the operations of the corporation. Such Administrator will hold office at the will of the board. The Administrator shall serve as an *ex-officio* member of all committees. The Administrator, with approval of the board, may appoint other independent contractor staff members as is deemed advisable.

Section 2: Duties. It shall be the duty of the Administrator to carry out the policies and programs of the corporation and to appoint or hire other staff members in positions authorized by the board, to assign their duties, to direct and supervise their work, and to perform such other duties as may be directed by the board. Specific duties include, but are not limited to: a) liaise with CYLA and others to organize a league calendar of games; b) liaise with CYLA and others to organize a year-end tournament; c) liaise with CYLA and others to assist with Team Colorado; d) liaise with CYLA and coordinator of officials concerning recruitment, training, scheduling, and conduct of officials; e) communicate effectively with various constituencies of CYLA, the board, teams, members, coaches, parents, players, spectators and third-parties via phone, fax, e-mail and web; f) produce official team rosters on a standardized forms with birth dates, school, grade, phone, email, medical conditions, etc.; g) schedule and facilitate board meetings and annual meeting of members; h) maintain a current Denver Bandits Lacrosse Club database and contact list; i) communicate regularly with members and CYLA clubs; j) attend all meetings of the board, attend all meetings of the membership and attend committee meetings when requested; k) present verbal and written reports at board meetings; l) coordinate with other relevant lacrosse organizations as an ambassador of Denver Bandits Lacrosse Club; m) provide updates to the webmaster at www.cyla.us; n) maintain a detailed Denver Bandits Lacrosse Club activity calendar; o) facilitate an annual coach's clinic at the beginning of the season; p) to facilitate an annual player's clinic; q) to maintain a log of time allocation to various Administrator duties; r) serve as a resource for and to the board, members, players, parents, spectators and others with regard to rules and instructional information for lacrosse; s) coordinate and secure access to equipment and fields of play; t) timely file necessary registrations, applications and other information with relevant organizations, including, but not limited to the Colorado Secretary of State, Internal Revenue Service, CYLA and US Lacrosse; u) operate within approved budget and works closely with President, Treasurer and Finance Committee to meet budget; v) sign checks up to \$1,000.00 (President or Treasurer must give prior approval and sign Denver Bandits receipt for all checks over \$1,000.00); and w) perform other duties as may be assigned by the board from time to time.

Section 3: Compensation. The Administrator is entitled to reasonable monetary compensation and expenses for the performance of his or her duties as determined by resolution of the board. The Administrator shall be paid annually on a twice monthly basis.

ARTICLE XIII

Committees

Section 1: Number and Composition. There shall be six (6) Standing Committees: Girls, Finance, Coach, Player, Marketing and Advisory Board. Standing or Special Committees may be comprised of members or non-members of the corporation as provided in these Bylaws.

Section 2: Duties - Specific.

(a) Girls Lacrosse. The Vice President-Girls Programs is chair of the Girls Lacrosse Committee, which includes at least three (3) other members appointed by the board. The Girls Lacrosse committee is responsible for all matters pertaining to the girls' programs;

(b) Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least three (3) other members, one of whom must be qualified by experience in financial operations appointed by the board. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the Administrator and other board members. The board must approve the budget, and all expenditures must be within the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and public to inspect at the requestor's own cost and expense. At the conclusion of each fiscal year, the Finance Committee shall retain and hire an independent Certified Public Accountant to conduct an annual compilation of the corporation's financial statements;

(c) Coach Committee. The Competition Committee shall be composed of the Vice President-Coaches and at least three (3) other members appointed by the board. The Coach Committee is responsible for developing and implementing training programs and clinics for coaches; developing and implementing criteria to serve as a coach; developing and implementing criteria for competitive levels of play, and participating in any disciplinary proceedings involving coaches, players, parents or spectators;

(d) Player Committee. The Player Committee shall be composed of the Vice President-Players and at least three (3) other members appointed by the board. The Players Committee is responsible for developing new and expanding current programs;

(e) Marketing Committee. The Marketing Committee shall be composed of the Vice President-Marketing and at least three (3) other members appointed by the board.

The Marketing Committee is responsible for branding, logo use, website (this can be delegated to a separate committee), uniforms, and all other marketing material;

(f) Advisory Board. The Advisory Board shall be composed of the Secretary and at least three other persons, preferably current or past high school boys and girls varsity coaches and is responsible for providing guidance on developing new and expanding current programs and other matters related to operation of the Denver Bandits Lacrosse Club, Inc.

Section 3: Duties - General. All Committees organized pursuant to this Article XIII shall be chaired by a member of the board of directors who shall report to the Board of Directors at regular and special meetings. The board of directors shall appoint Committee members in accordance with Article VIII, Section 16 of these Bylaws.

Section 4: Authority. Each standing committee shall make such rules and regulations for the use thereof, make such purchases as are authorized by the board, fix such prices of any articles sold, employ and discharge such personnel, and appoint such subcommittees as it deems proper. In the fulfillment of Committee responsibilities, any Committee may adopt such rules for its own governance and operations, not inconsistent with these Bylaws, as it shall deem proper.

Section 5: Meetings and Terms of Service. Each committee shall meet not less than once per year. Appointees shall serve for a term of two (2) years or until their successors are appointed. No appointee shall serve for more than two (2) consecutive terms.

Section 6: Special Committees. Other committees, advisory boards or task forces not having and exercising the authority of the board of directors in the management of the corporation may be appointed in such a manner as be designated by a resolution adopted by the board of directors. Special Committees may be comprised of members or non-members of the corporation as provided in these Bylaws.

ARTICLE XIV

Discipline

Section 1: Reprimand, Probation, Suspension or Expulsion. A member, coach, player, parent or spectator may be reprimanded, placed on probation, suspended or expelled, for cause, by a vote of three-quarters (3/4) of the board of directors present for the disciplinary hearing, but only after the member, coach, player, parent or spectator has had an opportunity to present a defense in writing. One week's written notice of the time when the board of directors will consider the allegations, accompanied by a written description thereof, shall be considered as affording the member, coach, player, parent or spectator sufficient opportunity to present a defense. The board shall provide written notice of any disciplinary action to the member, coach, player, parent or spectator's last known physical address or last known e-mail address. The board's disciplinary decision

is final and there shall be no opportunity for appeal.

Section 2: Grounds for Discipline. A member, player, parent or spectator may be reprimanded, placed on probation, suspended, or expelled, for cause, from participating in the organization for conduct that fails to comply with any federal, state or local law, US Lacrosse, CLF, CYLA or Denver Bandits Lacrosse Club regulations or policy. This would also include failing to pay required dues or fees, or for any other conduct determined by the board to be contrary to the best interests of the corporation.

ARTICLE XV

Player Registration Fees and Teams

Section 1: Amounts. All player registration fees shall be in such amounts and payable in such manner as may be determined and fixed by the board of directors from time to time, provided that all player fees shall be payable in advance of participating on a team. The board of directors may agree to waive the registration fee for any player based on individual circumstances.

Section 2: Teams. Each year the board of directors will determine the number of Denver Bandits Lacrosse Club teams playing at any age division.

ARTICLE XVI

Indemnification

Section 1: Indemnification of Directors, Officers, Employees and Agents. The corporation shall indemnify each member or former member, and said member's heirs, executors and administrators, who was, is now, or shall hereafter be an officer or director of the corporation, against all costs, expenses and liabilities, including settlements approved by the board of directors, reasonably incurred or imposed upon said member or former member, in connection with, or resulting from, any action, suit or proceeding, or the settlement or compromise thereof, prior to final adjudication, to which said member or former member is or may be a party, by reason of being, or having been, an officer or director of the corporation, except in relation to matters as to which said member or former member is finally adjudged in such action, suit or proceeding to have been derelict in the performance of duties as such officer or director. The indemnification provided herein shall be applicable to acts or omissions that occurred prior to the adoption of this Article. The right of indemnification herein provided shall not be exclusive of such rights to which such officer or director may be entitled as a matter of law. The corporation shall indemnify its directors to the full extent permitted by Colorado Revised Statutes sections 7-22-101.5 and 7-129-101 et seq., as now in effect as hereinafter amended or re-enacted. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation who is not otherwise covered by this Article to the fullest extent permissible by the Colorado law.

Section 2: Limitation of Director's Liability. The personal liability of a director to the corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated; except that this shall not eliminate or limit the liability as a director to the corporation or to its members for monetary damages for: any breach of the director's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Colorado Revised Statutes Sections 7-22-101.5, 7-108-402 and 7-108-103 and 7-129-101; et seq., as now in effect or hereafter amended or re-enacted; or any transaction from which the director derived an improper benefit.

ARTICLE XVII

Insurance

Section 1: Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the board of directors deems appropriate to protect itself and any person who is or was director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under application provisions of law or Article XVI. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

ARTICLE XVIII

Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments. The board of directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation in excess of One Thousand Dollars (\$1,000.00) must have prior approval by the President or Treasurer and then the President or Treasurer must sign the Denver Bandits receipt.

Section 3: Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4: Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

ARTICLE XIX

IRC 501(c)(3) Tax Exemption Provisions

Section 1: Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed first to the CLF for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or then shall be distributed to the CYLA, or to US Lacrosse or the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

ARTICLE XX

Non-Discrimination

Section 1: Equal Opportunities. The corporation shall provide equal opportunities for all qualified persons without regard to race, religion, color, gender, age, natural origin, sexual orientation, disability or any other protected status under applicable local, state or federal law.

Section 2: Non-Discriminatory Practices. The corporation and board of directors shall not participate in nor condone unfair discriminatory practices against another member on the basis of race, religion, color, gender, age, natural origin, sexual orientation, disability or any other protected status under applicable local, state or federal law.

ARTICLE XXI

Ethics and Conduct

Section 1: The corporation hereby adopts and incorporates herein the Code of Conduct issued by the governing bodies of US Lacrosse, CLF and/or CYLA, as may be amended from time to time.

Section 2: It is the duty of each member of the board of directors, the membership at large, players, parents and spectators to conduct themselves so that the general public, participants, coaches, commissioners and others of the various leagues and the member teams of the CYLA and other leagues shall have absolute confidence in the integrity of this corporation.

Section 3: Each member of the board of directors, the membership at large, players, and parents shall pledge himself or herself to comply with the code of ethics set forth and published each year by US Lacrosse, the CLF and/or the CYLA, as may be amended from time to time.

ARTICLE XXII

Amendments

Section 1: After ten (10) days' written notice to the directors, the board of directors may amend these bylaws at any meeting of the board of directors. Any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the board of directors. Bylaw amendments will be adopted at such a meeting upon receiving two-thirds (2/3) affirmative vote of the directors voting on each amendment.