

BY-LAWS OF QUEENSBURY LACROSSE, INC.

ARTICLE I - MEMBERS

Section 1: Members - The Corporation shall have one class of members.

Section 2. Qualification for Membership - Membership shall be available to (a) any one person who pays the required fee to register one or more individuals as participants in activities sponsored by the Corporation, (b) anyone who actively participates in the operation of the Corporation in a stated position such as Officer, Director, coach, assistant coach, parent coordinator, project chairman and (c) such other persons the Directors of the Corporation deem to qualify as actively participating in the Corporation. If a family pays to register more than one person or if more than one person contributes to payment of the registration fee for a participant, they are entitled to only one Membership and the Member must be identified on the registration form or the first name on the registration form will be deemed the Member. If any individual detailed in this paragraph shall be under the age of eighteen (18) years, then the Member shall be the parent or legal guardian who is identified on the registration form.

Section 3. Membership Dues - Registration fees shall constitute membership dues. Registration fees shall be determined annually in conjunction with the annual budget of the Corporation. Individuals who are Members due to being active participants but who do not have young people registered for an activity sponsored by the Corporation are not required to pay any membership dues.

Section 4. Term of Membership - Membership shall be effective for the calendar year in which a registration fee is paid or an individual is actively participating in the Corporation. Memberships shall not be transferrable.

Section 5. Evidence of Membership - Membership shall be effected and evidenced by inclusion on a list of Members maintained by the Secretary of the Corporation. Membership cards or certificates will not be issued.

ARTICLE II - DIRECTORS

Section 1: Board of Directors - The business of the Corporation shall be managed by its Board of Directors.

Section 2: Number of Directors - The number of Directors shall be three (3). The number of Directors may be increased or decreased by amendment of the By-laws.

No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3: Election and Term of Directors - The initial Directors are named in the Certificate of Incorporation and shall hold office until the first annual meeting of the Board of Directors. Thereafter, Directors shall be elected by the Board at each annual meeting of the Board. Directors shall serve until their successors are elected and sworn in. Annual meeting shall be held in March of each year, unless the Board shall set a different date for such annual meeting. If at any time there shall be no Directors serving, then in such case the Directors would be elected by the Members at a meeting of the Members after at least two (2) weeks advance notice to each Member either by mail or e-mail.

Section 4: Newly Created Directorships and Vacancies - Newly created directorships resulting from an increase in the number of Directors and vacancies occurring on the Board of Directors due to death, resignation, removal or other cause shall be filled by a majority vote of the remaining Directors. A Director so elected to fill a vacancy shall serve the remaining term of the position filled.

Section 5: Organizational Meetings of Directors - The new Board of Directors shall meet immediately after the annual election for the purpose of electing its new officers and transacting such other business as may be deemed appropriate.

Section 6: Regular Meetings - Regular meetings of the Board of Directors may be held without notice at such places and times as may be fixed from time to time by resolution of the Directors.

Section 7: Special Meetings - Special meetings of the Board of Directors may be called by the President, by the Vice President or the Secretary in the absence of the President, or by any Director upon written demand of not less than one-fifth of the entire Board. Written notice of any special meeting of the board shall be mailed to each director at least five (5) days prior to the meeting. Notice of a special meeting need not be given to any director who submits a waiver of notice whether before or at the meeting. Only the business specified in the Notice of Special Meeting may be transacted at such a meeting unless the entire Board of Directors is present.

Section 8: Quorum - A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the Board.

Section 9: Action of the Board - The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these By-laws

for a particular act. Each Director present shall have one vote. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or other communication device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Any action to be taken by the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or Committee consent in writing to the action.

Section 10: Chairperson - The President, if he or she be a director, shall preside at meetings of the Board. If the President is not a director or is not present, any director chosen by majority vote of the Board shall preside. The Secretary of the Corporation shall act as Secretary of the meeting, but, in his or her absence, the presiding officer may appoint any person to act as Secretary of the Meeting.

Section 11: Committees - By resolution adopted by a majority of the entire Board, the Board may designate an executive committee and other committees, each of which shall consist of not less than one director and such non-directors as may be deemed appropriate.

ARTICLE III - OFFICERS

Section 1: Election and Term of Office - Officers of the Corporation shall be elected annually by majority vote of the Board of Directors.

Section 2: President - Subject to the power of the Board of Directors to manage the business of the Corporation, the President shall be the chief executive officer of the Corporation and shall have general charge of its affairs. He or she shall keep the Board of Directors fully informed, shall freely consult with them concerning the business of the Corporation and shall faithfully carry out the directions of the Board of Directors. He or she may sign, in the name of the Corporation, all authorized contracts, documents, checks and bonds or other obligations.

Section 3: Vice President - The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 4: Secretary - The Secretary shall keep the minutes of all meetings of Directors in the books proper for that purpose. He or she shall attend to the giving and serving of all notices of meetings required by these By-Laws or by law. He or she shall maintain a list of Members of the Corporation. He or she shall also have charge of such other books and papers as the Board of Directors may direct.

Section 5: Assistant Secretary - In the absence or disability of the Secretary, the Assistant Secretary or, if there are more than one, the one designated by the Secretary or by the Board of Directors, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.

Section 6: Treasurer - The Treasurer may sign in the name of the Corporation, all authorized contracts, documents, checks, bonds and other obligations. He or she shall have custody of the financial records of the Corporation and shall render a statement of the financial accounts and records to the Board of Directors whenever so required.

Section 7: Additional Powers of Officers - In addition to the powers specifically provided in these By-Laws, each officer (including officers other than those referred to in these By-Laws) shall have such authority and perform such duties as the Board of Directors may from time to time determine.

ARTICLE III - OFFICES OF THE CORPORATION

The Board may establish from time to time the location of the principal office of the Corporation and such additional offices and places of business of the Corporation as may seem to them expedient.

ARTICLE IV - AMENDMENTS

These By-Laws may be amended, repealed or adopted by a majority vote of the Board of Directors at a meeting of Directors at which a quorum is present.

ARTICLE V - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any person, made or threatened to be made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director or officer of the Corporation, or of any other corporation which any Director or officer of the Corporation served in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such person, his testator or intestate, may be entitled apart from this By-Law.

Dated:

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