AMENDED AND RESTATED BYLAWS
OF
MINNESOTA GAY FLAG FOOTBALL LEAGUE

(a Minnesota nonprofit corporation) (the "Bylaws")

ARTICLE 1
STATEMENT OF PURPOSES

1.1 Purpose. Minnesota Gay Flag Football League is organized exclusively for charitable and education purposes. The purpose of this corporation is: to promote and educate the public about the sport of flag football in the Twin Cities area especially to persons or groups who are traditionally under-represented including members of the gay, lesbian, bisexual, transgender, and queer community (the "LGBTQ community"); to foster and augment the self-respect of members of the LGBTQ community through the positive enjoyment of flag football and other community activities; through education and the promotion of sport, to refute traditional stereotypes against members of the LGBTQ community, increase diversity and tolerance within athletics, and engender respect and understanding within the larger community.

ARTICLE 2
OFFICES

2.1 Principal Office; Other Offices. The principal office of the corporation shall be located in Minnesota. The corporation may have offices at such other locations, either within or without the State of Minnesota, as the Board of Directors may from time to time designate or as the business of the corporation may from time to time require.

2.2 Registered Office. The registered office of the corporation required by Chapter 317A, Minnesota Statutes, to be maintained in Minnesota may be, but need not be, identical to the principal office in Minnesota. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3
MEMBERS, DIRECTORS, AND ELECTIONS

3.1 Definition of Member. Solely for the purposes of electing Directors, "Member" means any person that is registered as a playing or non-playing member of the Minnesota Gay Flag Football League in both the playing season in which an election of Directors takes place and the playing season immediately prior to such season. In the event an election of Directors takes place after the conclusion of a playing season but prior to the following playing season, a person registered as a playing member or non-playing member of the Minnesota Gay Flag Football League in the last two consecutive playing seasons will be considered a "Member" for the sole purpose of electing Directors. In no case may a person who is not in good standing with the Minnesota Gay Flag Football League, as determined by the Board in the Board's sole discretion, eligible to vote as a "Member."

3.2 General Powers; Number of Directors. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. The number of Directors shall not be less than three (3) Directors. The exact number of Directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of all Directors then holding office.

3.3 Election; Term. Directors shall be elected by the affirmative vote of a majority of the Members entitled to vote per the Board's election procedure set forth in such election. For clarity, the election procedure of the Board set forth in any election may not be violative of these Bylaws. Each Director shall serve a term of either one (1) or two (2) years as determined by the Board. Each Director shall serve no more than four (4) concurrent years without serving on the Executive Committee. Each Director's term shall reset upon that individual Director's commencement of a term on the Executive Committee after which the Director may be nominated for additional concurrent terms. Directors shall serve until their successor has been elected and qualified, or until their earlier death, resignation, removal, or disqualification.

3.4 Removal. Any Director may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors then in office, excluding the Director proposed for removal.

3.5 Resignation. Any Director may resign at any time by giving written notice to the Secretary/Clerk. Such resignation shall take effect without acceptance upon receipt of the notice by the Secretary/Clerk unless a later date is specified in the notice.

3.6 Vacancies. If a vacancy shall occur on the Board of Directors, whether by reason of the death, removal, resignation, or disqualification of a Director or an increase in the number of Directors, such vacancy shall be filled by the remaining Directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a Director for the remainder of the term whose vacancy has been filled, and until their successor has been elected and qualified.

3.7 Board Meetings.

(a) Annual Meeting. The Board of Directors may hold an annual meeting for the purpose of electing Directors and Officers and transacting any other business coming before it. The annual meeting of the Board of Directors, if held, shall be at a time and place established by a resolution adopted by the affirmative vote of a majority of the Directors present and entitled to vote.

(b) Regular Meetings. Regular meetings of the Board of Directors may be held at such places and times as the Board shall establish by resolution.

(c) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Commissioner any two Officers, or any two Directors, and shall be held at the principal office of the corporation unless the Board designates a different location by resolution.

(d) Location. Meetings of the Board of Directors may be held at any place within or without the State of Minnesota that the Board may designate.

3.8 Notice.

(a) Form and Time of Notice. The Secretary/Clerk shall give, or cause to be given, notice of each meeting of the Board of Directors, except as otherwise provided in these Bylaws. The notice of a meeting of Directors shall state the date, time, and place of the meeting but need not state the purpose of the meeting unless otherwise required by law or these Bylaws. Notice shall be given to each Director by written notice mailed, sent by overnight courier or personally delivered to the Director, by a form of electronic communication consented to by the Director to whom the notice is given, or orally. Notice shall be given at least four (4) calendar days prior to the date of the meeting if given by mail, at least two (2) business days prior to the date of the meeting if given by overnight courier, and at least forty-eight (48) hours prior to the date of the meeting if given by personal delivery, by electronic communication or orally. Notice shall be considered received when it is given as follows:

(i) if given by mail, when deposited in the United States mail, with postage thereon prepaid, addressed to the Director at the address of the Director in the corporation's records or another address designated by the Director;

(ii) if given by overnight courier, when deposited with the overnight courier, addressed to the Director at the address of the Director in the corporation's records or another address designated by the Director;

(iii) if given by personal delivery, when handed to the Director or to a person of suitable responsibility, age and discretion at the Director's office or place of residence;

(iv) if given by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

(v) if given by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;

(vi) if given by any other form of electronic communication by which a Director has consented to receive notice, when directed to the Director; and

(vii) if given orally, when communicated to the Director orally.

Consent by a Director to receive notice by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director; provided that no revocation shall affect the validity of any notice given before receipt of such revocation of the consent.

(b) Notice Not Required. If the day or date, time and place of a meeting of the Board of Directors have been announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given if the date, time and place at which the meeting will be reconvened are announced at the time of adjournment.

(c) Waiver of Notice. A Director may waive notice of any meeting before, at, or after the meeting, in writing, orally, by authenticated electronic communication, or by attendance. Attendance at a meeting by a Director is a waiver of notice of that meeting unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

3.9 Quorum; Voting. A majority of the Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present and entitled to vote at a duly held meeting shall be the act of the Board of Directors.

3.10 Meetings Solely by Means of Remote Communication. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by Section 3.7 of these Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.11 Participation in Meetings by Means of Remote Communication. A Director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.12 Delegation and Proxy Voting Prohibited. A Director may not vote by proxy or otherwise delegate to another person the right to attend Board meetings or exercise any other rights or responsibilities of a Director.

3.13 Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present; provided, that all of the Directors must be notified immediately of the content and effective date of such action. Any such written action shall be filed with the minutes of the corporation.

3.14 Compensation. Directors shall receive no compensation for their services as Directors but may be reimbursed for reasonable expenses as shall be determined from time to time by the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving proper compensation therefor.

ARTICLE 4
COMMITTEES

4.1 Committees. The Board of Directors may, from time to time, appoint such committees as it may deem proper, and may prescribe the functions and membership of such other committees. Such committees shall be established by a resolution approved by the affirmative vote of a majority of the Board of Directors, and shall have the authority of the Board in the management of the business of the corporation to the extent provided in such resolutions. The Board has the power to establish standing committees. Committees shall be subject at all times to the direction and control of the Board.

4.2 Standing Committees. The Corporation has the following standing committees which have the powers and duties set forth below and as determined by the Board from time to time:

(a) Executive. The Executive Committee shall have the powers and duties outlined in Article 5 of these Bylaws.

(b) Nominating. The Nominating Committee shall be responsible for nominating for election or selection officers and directors, as set forth in these Bylaws, and as directed by the Board.

(c) Finance. The Finance Committee shall review and recommend the annual budget and modifications or revisions concerning them to the Board. The committee shall periodically review the financial condition of the Corporation, to the extent advisable or required, and report to the Board.

(d) Rules of Play. The Rules of Play Committee shall sign off on the Rules of Play and complete other tasks and duties as required by the Board.

4.3 Committee Membership. Committee members need not be Directors, unless provided otherwise in these Bylaws, but shall be considered to be Directors for purposes of Article 5 of these Bylaws and Minnesota Statutes, Sections 317A.251 (Standard of Conduct), 317A.255 (Director Conflicts of Interest) and 317A.521 (Indemnification).

4.4 Minutes. Minutes, if any, of committee meetings shall be made available upon request to the members of the committee and to a Director.

4.5 Procedure. The provisions of Article 2 and Article 5 of these Bylaws shall apply to committees and members of committees to the same extent as they apply to the Board of Directors.

ARTICLE 5
OFFICERS

5.1 General. The corporation shall have a President/Commissioner, a Treasurer, and a Secretary/Clerk, and such other Officers (with such powers and duties) as may be determined from time to time by the Board. Officers shall be adults and, need not be Directors of the corporation. Any of the offices or functions of those offices may be held or exercised by the same person. All officers elected in accordance with 5.2 shall be considered members of the Executive Committee. Officers shall not receive such compensation for their services except reasonable expenses related to performance of their duties as approved by the Directors.

5.2 Election; Term. The Officers shall be elected by the affirmative vote of a majority of the Directors present and entitled to vote at a duly held meeting of the Board. Each Officer shall hold office until the next election of Officers and until their successor shall have been duly elected and qualified, or until their earlier death, resignation, removal, or disqualification.

5.3 Removal. Any Officer may be removed with or without cause by the affirmative vote of a two thirds of the Directors present and entitled to vote at any duly held meeting of the Board (without prejudice, however, to any contract rights of such Officer). An Officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

5.4 Resignation. Any Officer may resign at any time by giving written notice to the Secretary/Clerk (or, in the case of resignation by the Secretary/Clerk, to the President/Commissioner). Such resignation shall take effect without acceptance upon receipt of the notice by the Secretary/Clerk (or the President/Commissioner, if applicable), unless a later date is specified in the notice.

5.5 Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President/Commissioner, Treasurer, or Secretary/Clerk, shall, be filled for the unexpired part of the term by the Board of Directors.

5.6 President/Commissioner. The President/Commissioner shall have general charge and supervision of the affairs of the Corporation. The President/Commissioner shall preside at all meetings of the Directors and Members, except as the Directors otherwise determine, and shall have such other powers and duties as may be determined by the Directors. The President/Commissioner shall be under the direction of the Board of Directors and shall be the principal executive officer of the corporation. The President/Commissioner shall, unless provided otherwise by a resolution adopted by the Board of Directors, (a) have general active management of the business of the corporation; (b) see that all orders and resolutions of the Board are carried into effect; (c) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other Officer or agent of the corporation; (d) ensure that proper records of the proceedings of the

Board of Directors are maintained; and (e) perform such other duties as may from time to time be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial Officer and the chief accounting Officer of the Corporation. The Treasurer shall unless provided otherwise by a resolution adopted by the Board of Directors, (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the President/Commissioner and the Board of Directors, whenever requested, an account of all of their transactions as Treasurer and of the financial condition of the corporation; (f) oversee all reports and filings required by the state of Minnesota, the Internal Revenue Service and other government agencies; and (g) perform such other duties as may be prescribed by the Board of Directors or the President/Commissioner from time to time.

5.8 Secretary/Clerk. The Secretary/Clerk shall, unless otherwise determined by the Board, be secretary and attend all of the Board of Directors and shall (a) record the proceedings of such meetings; (b) maintain records of and, whenever necessary, certify such proceedings; (c) give or cause to be given proper notice of Board meetings to the Directors; and (d) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

5.9 Other Officers. Any other Officers elected by the Board of Directors shall perform such duties, have such authority and be responsible for such functions as the Board of Directors may prescribe.

5.10 Delegation. Unless prohibited by a resolution by the Board of Directors, an Officer elected by the Board may delegate in writing some or all of the duties and powers of their office to other persons. An Officer who delegates the duties or powers of an office shall remain subject to the standard of conduct for an Officer with respect to the discharge of the delegated duties and powers.

ARTICLE 6
STANDARD OF CONDUCT; INDEMNIFICATION

6.1 Standard of Conduct. Each Director and Officer shall discharge their duties as a Director or Officer in good faith, in a manner which the Director or Officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in accordance with the provisions of Minnesota Statutes, 317A.251 (Standard of Conduct for Directors) and 317A.261 (Standard of Conduct for Officers).

6.2 Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a Director of the corporation or between the corporation and an organization in which a Director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255 (Director Conflicts of Interest), as now enacted or hereafter amended, and in accordance with the corporation's conflict of interest policy in effect and as amended from time to time.

6.3 Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521 (Indemnification), as now enacted or hereafter amended; provided, however, that no indemnification shall be provided, or advances made pursuant to Minnesota Statues Chapter 317A, with respect to any threatened, pending, or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the corporation against a person.

ARTICLE 7
OTHER MATTERS

7.1 Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

7.2 Certain Records. The corporation shall keep at its principal office correct and complete books of account and minutes of proceedings of meetings of (a) the Board of Directors and (b) all committees having any of the authority of the Board of Directors. A Director, acting in person or by agent or attorney, may inspect all books and records for any proper purpose at any reasonable time. Upon the request of any Director, the corporation shall furnish such Director with a statement showing the financial results of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

7.3 Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

7.4 Rules of Play. Rules of Play shall be established by the Directors and be made available to all participants. Amendments to the Rules of Play shall be approved by a vote of majority of the Directors then in office and shall be promptly made available to all participants. It is a fundamental principle of the Corporation and shall be reflected in the Rules of Play that all Corporation activities are conducted to be inclusive in nature and that no individual shall be excluded from participating on the basis of sexual orientation, gender, race, religion, nationality, ethnic origin, political beliefs, athletic ability, physical challenge, or HIV status.

7.5 Pronouns. The pronoun "he" or "his," when appropriate, shall be construed to mean also "she" "her" "they" or "them."

ARTICLE 8
AMENDMENT OF BYLAWS

8.1 Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of a majority of the Directors then holding office; provided, that all Directors shall be notified of the proposed amendments at least seven (7) days before such action takes place.

CERTIFICATION

The undersigned, Tyler Alexander, Secretary/Clerk of the Minnesota Gay Flag Football League, hereby certifies that the foregoing Amended and Restated Bylaws were adopted as the Bylaws if the corporation by the Board of Directors of said corporation effective as of [Date].

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Tyler Alexander