

AMENDED CODE OF REGULATIONS

OF

OAK HILLS YOUTH ATHLETICS, INC.

ARTICLE I

Location

The principal office of OAK HILLS YOUTH ATHLETICS, INC. (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Hamilton County, Ohio as shall be fixed by the Board of Directors.

ARTICLE II

Members

The Members of the Corporation shall be those persons who serve as Directors and their respective memberships shall last during their respective terms of office as Directors. The Directors shall have all the rights and privileges of Members as are provided under Ohio nonprofit corporation law including Section 1702.14 of the Ohio Revised Code.

ARTICLE III

Board of Directors

Section 3.1. Powers and Duties. The entire direction and management of the affairs of the Corporation shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Corporation. A Director shall perform his or her duties as a director of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.2. Number of Directors. The number of Directors shall consist of not less than five (5) and no more than eleven (11), or such greater number determined by the Board of Directors. The number of Directors may be increased or decreased by a vote of a majority of the total number of Directors; provided, however, that notice of any increase or decrease in the number of Directors shall be included in the notice of such meeting. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 3.3. Term of Office.

(a) The Directors shall hold office for a term of three (3) years commencing on the day of the annual meeting at which the Director is elected and ending on the day of the third annual meeting thereafter. A Director may serve successive terms.

(b) The Board of Directors shall be divided into three (3) groups or classes, each consisting of approximately one-third of the then current total number of Directors. The Directors in each group shall be elected for a term of three years such that the term of office of one such group shall terminate each year. To maintain three (3) classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-third of the Directors' terms expire each year.

(c) No Director shall serve more than three (3) successive three-year terms. A Director who has served nine successive years may be elected after a period of one year during which he or she shall not serve as a Director.

Section 3.4. Election of Directors. The Directors shall be elected at the annual meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.5. Removal. The Board of Directors may remove by majority vote any Director without regard to cause.

Section 3.6. Vacancies. The Board of Directors may fill any vacancy that may occur in the Board of Directors by election of a successor to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.7. Meetings.

Section 3.7.1. Annual Meeting. The annual meeting of the Board of Directors for the election of officers and the transaction of other business shall be held within or outside the State of Ohio at the time and place during the month of June that the Board of Directors designates.

Section 3.7.2. Regular Meetings. The Board of Directors may establish regular meetings of the Board of Directors, to be held at such time and place or places, within or outside the State of Ohio, as the Board of Directors designates. The Board may conduct the regular meetings in person, via conference call, or by any other means designated by the Board.

Section 3.7.3. Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the President, or (b) upon the written request of two (2) or more Directors. Any person or persons entitled to call a special meeting of

the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.8. Notice of Meetings

Section 3.8.1. Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Board of Directors stating the place and the time thereof shall be delivered personally, sent by fax, email or any other authorized communications equipment (as that term is defined in the Ohio nonprofit corporation statute) or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived.

Section 3.8.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or any other authorized communications equipment or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.8.3. Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.9. Quorum and Voting.

Section 3.9.1. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 3.9.2. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Regulations, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.9.3. No Director may appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 3.10. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 3.11. Attendance Through Authorized Communications Equipment. Meetings of the Board of Directors may be held through any authorized communications equipment if all persons so participating can hear and be heard by each other, and such participation shall constitute presence at such meeting.

ARTICLE IV

Officers

Section 4.1. Officers; Tenure. The officers of the Corporation shall be a President, Secretary, Treasurer and any other officers the Board of Directors designates. The Board of Directors shall elect all officers at their annual meeting to serve for terms of one (1) year or until their respective successors are elected and have qualified or for such period as the Board of Directors designates. A person may hold more than one office at a given time.

Section 4.2. Powers and Duties. Officers of the Corporation shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

Section 4.3. Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two (2) authorized officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.4. Removal. The Board of Directors may remove any officer of the Corporation, with or without cause.

Section 4.5. Vacancies. The Board of Directors may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office.

ARTICLE V

Standing Sport Committees

Section 5.1. Standing Sport Committees. The Board of Directors shall appoint Standing Sport Committees. Each Standing Sport Committee shall consist of between three and eleven members, as determined by the Board of Directors. Members of the Standing Sport Committees are not required to be members of the Board of Directors. The Board shall appoint the chair of each Committee, who shall report the activities of his or her Committee to the Board, and who shall otherwise act as a liaison between the Board and the Committee. Each Committee member shall serve for a year

or until replaced by the Board of Directors. The Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee.

Section 5.2. Responsibilities. Each Standing Sport Committee shall be responsible for overseeing a competitive program in its respective sport, subject to the oversight and coordination by the Board of Directors. Standing Sport Committees shall not retain or disburse funds, but may collect funds for deposit in the Corporation's accounts. All expenditures of the Corporation's funds for sport-specific projects shall be budgeted and otherwise subject to approval of the Board of Directors. Standing Sport Committees shall have such powers and perform such duties the Board of Directors prescribes.

ARTICLE VI

Committees

Section 6.1. Committees. The Board of Directors may create committees for specific purposes, and shall direct such committees in their activities.

Section 6.2. Committees Generally. A majority of the members of any committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be the calendar year ending on December 31.

Section 7.2. Amendments. The Board of Directors may amend, repeal or restate the Corporation's Articles of Incorporation and these Regulations at any meeting of the Board of Directors by the affirmative vote of a majority of the total number of Directors then serving; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

Section 7.3. Indemnification. The Corporation shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a director, officer or employee, or arising out of such person's status as such a director, officer or employee (including serving at the request of the Corporation as a trustee, director, officer, partner, member, employee or agent of another organization). The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

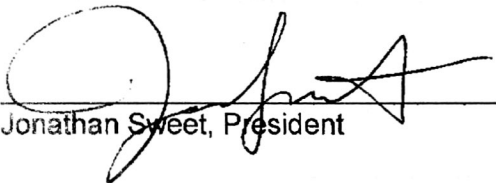
Section 7.4. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited authority for any of the above purposes.

Section 7.5. Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 7.6. Dissolution. The Board of Directors may dissolve the Corporation pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

CERTIFICATE OF ADOPTION

The foregoing Amended Code of Regulations was duly adopted by the Board of Directors effective as of the 21st day of September, 2018.


Jonathan Sweet, President

David Williamson, Director

Doug Dean, Director

Tim Kraus, Director

Joe Pollitt, Director

Melissa Frampton, Director

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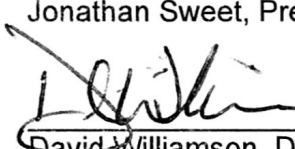
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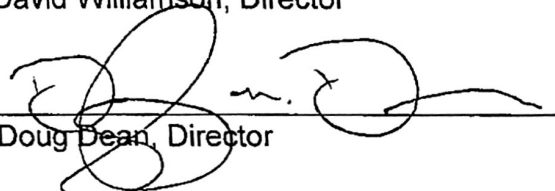
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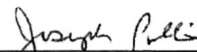
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