

BYLAWS  
of  
ILLOWA YOUTH SOCCER LEAGUE  
(Incorporated in Illinois)

**SECTION 1. NAME AND PURPOSES**

1. Name. The name of the Corporation shall be ILLOWA YOUTH SOCCER LEAGUE.
2. Offices. The Corporation shall maintain a registered office in the State of Illinois and a registered agent at such office and may have other offices within or without the state.
3. Purposes
  - a. The main purpose of this Corporation is set out in ARTICLE II of the Constitution (the "Constitution") which succeeds these Bylaws.
  - b. The purposes for which the Corporation is organized are exclusively charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
  - c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 set forth in these bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
  - d. Upon the dissolution of the Corporation, the board of directors shall, notwithstanding

ARTICLE XI of the Constitution, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

- e. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
4. Affiliation. The Corporation is an independent organization and is subject only to the written Bylaws, which also includes a Constitution and Bylaws Addendum, approved by a voting membership.
5. Proviso. Any matter not covered by these Bylaws, the Constitution, or Addendum Bylaws (referred to as "By-laws" in the Constitution) shall be left to the discretion of the governing Executive Board. Any matter covered in the Constitution and Addendum Bylaws not covered by these bylaws shall stand as approved by the voting membership.

## **SECTION 2. MEETINGS**

1. Regular Meetings. Provisions governing regular meetings are set out in ARTICLE VII, Sec. B. of the Constitution.
2. Notice of Meetings. Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange or assets, not less than twenty nor more than 60 days before the date of such meeting.

In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice.

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

3. Record Date. The record date for any meeting of the members shall be the date on which notice of such meeting is delivered.
4. Quorum. The members holding fifty-one percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.
5. Action without Meeting. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by all of the members entitled to vote with respect to the subject matter thereof, or by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

If a consent is signed by less than all the members entitled to vote then at least five days prior to the effective date of such consent a notice in writing of the proposed action shall be

delivered to all of the members entitled to vote with respect to the action taken. Notice shall also be given, promptly after the effective date of such consent, to all members entitled to vote who have not consented.

6. Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy executed in writing, but no such proxy shall be voted or acted upon after six months from this date, unless the proxy provided for a longer period.

### **SECTION 3. BOARD OF DIRECTORS**

1. General Powers. The affairs of the Corporation shall be managed by its board of directors. The board of directors shall have expressed authority to adopt, interpret and enforce rules and penalties consistent with these Bylaws and the Constitution.
2. Number, Tenure and Qualifications. The number of directors shall be governed by ARTICLE VI of the Constitution. Directors shall be elected according to the provisions outlined in ARTICLE VI, Sec. A. The number of directors may be increased to any number or decreased to not fewer than three from time to time by amendment to ARTICLE VI of the Constitution.
3. Regular Meeting. Meetings of the board of directors are governed by ARTICLE VII, Sec. B of the Constitution.
4. Other Regular Meetings. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.
5. Special Meetings. Special meetings of the board of directors are governed by ARTICLE VII, Sec. C.
6. Notice. Notice of any special meeting of the board of directors shall be given at least 15 days prior thereto, or, if the removal of one or more directors will be discussed, at least twenty days prior thereto, in either case by written notice to each director at the address shown for such director on the records of the corporation. If sent electronically by email, such notice shall be deemed to be delivered when sent to each director at the email or other electronic address shown on file for such director on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed

envelope so addressed, with postage thereon prepaid. If notice shall be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation or these bylaws or the Constitution.
8. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
9. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.
10. VOTING RIGHTS. Each member of the Board of Directors (regular and executive committee) shall have one vote in the business of the organization.
11. VOTING PROXIES. Voting proxies will be accepted at meetings of the Board of Directors only in such cases where those proxies have been communicated in advance of the meeting to a member of the executive committee.

#### **SECTION 4. COMMITTEES**

1. Creation of Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and such other persons as the board shall appoint, provided that a majority of the members of each committee shall be directors.

2. Manner of Acting. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these bylaws and the Constitution, shall have and exercise the authority of the board of directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these bylaws or with rules adopted by the board of directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.
3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
6. Action without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.
7. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

## **SECTION 5. OFFICERS**

1. Enumeration. The officers of the Corporation are outlined in ARTICLE I of the Constitution. The board of directors may also elect one or more additional assistant officers from the corporate membership, as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. No Board member may hold more than one elected position at the same time in the same year.
2. Term of Office. ARTICLE V under the Constitution will govern the election and term of office.
3. Duties of Officers. The duties of all the Corporations officers are outlined in the Addendum Bylaws attached to the Constitution.

## **SECTION 6. GENERAL PROVISIONS**

1. Contracts. The board of directors may authorize any officer or officers or agent or agents 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.
2. Seal. The Corporation shall not use a seal.
3. Waiver of Notice. Whenever any notice is required to be given under law, the articles of incorporation or the bylaws of the Corporation, the Constitution of the Corporation or the Addendum Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
4. Amendments. Amendments may be made to these Bylaws as provided in the ARTICLE VIII, Sec. B, entitled "Changes", of the Constitution.

## **SECTION 7. INDEMNIFICATION AND INSURANCE**

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the

Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merit or otherwise, in the defense of any action, suit or proceeding referred to in Parts (1) and (2) of this Section 7, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under Parts (1) and (2) of this Section 7 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because



he or she has met the applicable standard of conduct set forth in Parts (1) and (2) of this Section 7. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section 7.

The indemnification provided by this Section 7 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 7.

#### **CERTIFICATION OF THE BYLAWS**

I hereby certify and acknowledge as the duly elected and qualified Secretary of the Corporation, that these bylaws (consisting of 9 pages) are a true and correct copy of those that were adopted by the unanimous consent of all the directors of the Corporation as of \_\_\_\_\_, 2016.

\_\_\_\_\_  
Illowa Secretary