

BY-LAWS OF
ILLINOIS SOCCER COACHES ASSOCIATION

ARTICLE I

NAME AND PURPOSES

1.1 *Name*

The corporation shall be known as Illinois Soccer Coaches Association (hereinafter referred to as the "Corporation").

1.2 *Purposes*

The Corporation shall operate exclusively for professional association purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue statute, including, but not by way of limitation, to advance the overall professional interests of soccer coaches, including but not limited to expanding opportunities and seeking improvements in working conditions.

Notwithstanding the foregoing or any other provisions of the Articles of Incorporation or of these By-laws:

(a) No part of the net income or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 distribution in furtherance of the purposes set forth above.

(b) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or the corresponding provision of any future United States internal revenue statute.

ARTICLE II

AGENT AND OFFICES

The Corporation shall have and continuously maintain in the State of Illinois a registered agent and a registered office for the service of legal process, and may have such other offices within or without the State of Illinois as the board of directors may from time to time determine.

ARTICLE III

MEMBERS

The Corporation shall have such members as may be admitted by the board of directors of the Corporation from time to time. Members of the Corporation shall have such rights and responsibilities as shall be established by the board of directors from time to time.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers

The property and affairs of the Corporation shall be managed by its board of directors.

4.2 Number, Election, Tenure and Qualifications

The number of directors shall be four (4). At each annual meeting of the board of directors, the board of directors shall elect four (4) directors, each to serve for a term of approximately one (1) year, until the next annual meeting of the board and until his or her successor is elected. Newly appointed directors shall take office immediately upon their election. Directors need not be residents of the State of Illinois, and there shall be no limit on the number of consecutive terms as a director that any individual may serve.

4.3 Regular Meetings

The regular annual meeting of the board of directors shall be held at the hour of 10:00 a.m. on the third Tuesday in April in each year, beginning with the year 2007, or at such other date as determined by the board of directors. If such day be a legal holiday in any year, the regular annual meeting shall be held at the same hour on the next succeeding business day. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

4.4 Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

4.5 Notice

Notice of any special meeting of the board of directors, including a statement of the purpose or purposes for which the meeting is called, shall be given at least five (5) days prior thereto by written or printed notice delivered personally or mailed to each director at his or her address as shown in 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. Any director may waive notice of any 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.

4.6 *Quorum*

A majority of the number of directors then in office, but in no event less than two (2) directors, shall constitute a quorum for the transaction of business at any duly called meeting of the board, provided that if less than a quorum is present at any such meeting, a majority of the directors present, or the sole director present, may adjourn the meeting to another time without further notice.

4.7 *Manner of Acting*

The act of a majority of the directors present at a duly called 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 law, the Articles of Incorporation or these By-laws.

4.8 *Removal*

A director may be removed for cause in accordance with applicable Illinois law. In addition, any director may be removed without cause by the board of directors by giving written notice of removal to the secretary of the Corporation.

4.9 *Vacancies*

Any vacancy occurring in the board of directors as a result of a director failing to complete his or her term may be filled by appointment by the board of directors. A director appointed to fill a vacancy shall serve until the next annual meeting of the board and until his or her successor is elected.

4.10 *Compensation*

Directors shall not receive any stated salaries for their services as directors but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

4.11 *Informal Action*

Any action which is required by law or the Articles of Incorporation or these By-laws to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the

subject matter thereof. Any such consent signed by all of the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the board of directors.

4.12 *Executive Committee*

The board of directors may, by a resolution adopted by a majority of the number of directors then in office, create and appoint three (3) directors to an Executive Committee that shall serve at the pleasure of the board and shall, except as otherwise provided in the resolution creating the committee, have the authority of the board of directors between meetings of the board, to the full extent permitted under applicable Illinois law.

ARTICLE V

OFFICERS

5.1 *Officers*

The officers of the Corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected by the board of directors in accordance with the provisions of this article. Officers may, but need not, be directors of the Corporation. Any two or more offices may be held by the same person, except that the president may not also serve as the secretary or the treasurer.

5.2 *Election and Tenure*

The officers of the Corporation shall be elected annually by the board of directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until the adjournment of the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

5.3 *Removal*

Any officer elected by the board of directors may be removed from office by the board of directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 *Vacancies*

A vacancy in any office may be filled or new offices created and filled by action of the board of directors at any meeting of the board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

5.5 *President*

The president shall be the chief executive officer of the Corporation and shall in general supervise and direct all of the business and affairs of the Corporation, subject to the direction and control of the board of directors. The president shall preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these By-laws, or the board of directors to some other officer or agent of the Corporation. The president shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

5.6 *Vice President*

The vice president shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as may be assigned from time to time by the president or the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. If more than one vice president is elected, the vice presidents shall, in the event of an absence, inability to act or refusal to act of the president, assume the duties and powers of the president in the order designated by the board of directors.

5.7 *Secretary*

The secretary shall keep minutes of the meetings of the board of directors and of the members of the Corporation in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these By-laws; shall be custodian of the corporate records and of the seal, if any, of the Corporation; shall keep a record of the mailing address of each member, director and officer of the Corporation, which addresses shall be furnished to the secretary by the members, directors and officers; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

5.8 *Treasurer*

The treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall have or supervise custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-laws; and in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the duties of that office in

such sum and with such surety as the board of directors shall determine. With the approval of the board of directors, the cost of any such bond or surety may be paid from the funds of the Corporation.

5.9 *Other Officers*

Any other officers shall perform such duties as shall be assigned to them by the president or the board of directors. If required by the board of directors, any such other officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall determine. With the approval of the board of directors, the cost of any such bond or surety may be paid from the funds of the Corporation.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

6.1 *Contracts*

The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, 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.

6.2 *Checks, Drafts, etc.*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the Corporation.

6.3 *Deposits*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

6.4 *Gifts*

The board of directors may accept, and may authorize one or more officers to accept, on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX

CORPORATE SEAL

The board of directors may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these By-laws, 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.

ARTICLE XI

DISSOLUTION

In the event of the dissolution or winding up of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for similar purposes as shall at the time qualify as a tax-exempt organization or organizations under Section 501(c) of the Code or the corresponding provision of any future United States internal revenue statute, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are organized and operated for similar purposes and are tax-exempt under Section 501(c) of the Code or the corresponding provision of any future United States internal revenue statute, as said court shall determine.

ARTICLE XII

AMENDMENTS

These By-laws may be amended or repealed, and new By-laws may be adopted, by a majority of the number of directors then in office, acting at any duly called and constituted regular or special meeting of the board of directors, but only if written notice of the proposed change or changes shall have been included in the notice of any such meeting of the board.