

Monticello Soccer Club

By-Laws

Article I - Name, Purpose, Membership

Section 1.

Name: The name of this corporation is the “Monticello Soccer Club, an Illinois not-for-profit corporation (hereinafter referred to as, “Club”).

Section 2.

Purpose: The Club exists to provide an opportunity for young people in Monticello, Illinois and the surrounding area to develop their soccer skills regardless of skill level through instruction from qualified coaches and through games with teams organized for the purpose of fostering competitive soccer. The Club has an open registration policy with no tryouts required.

Article II – Membership

Section 1. A

Family Membership: Membership shall be composed of a member of the family (family shall include guardianships) of a player or players on a Club team such that a one family, one vote rule applies regardless of the number of players from any one family. In the case of a family, the applicable membership vote shall be exercised by a parent or guardian. In order to become a member, in addition to such criteria as may be set forth elsewhere in these by-laws, a family’s child must have qualified for and elected to participate in the Club’s soccer program. In such instances where a husband and wife as family adults or two guardians have the right to exercise the rights of membership, the following shall apply:

- (1) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of revoking a proxy executed by either or both and of constituting a joint waiver of notice of the meeting;
- (2) The vote of either separately or both jointly shall constitute one vote;
- (3) A proxy executed by either or both shall constitute one proxy; provided that if both file proxies which are in conflict, neither proxy shall be deemed valid;
- (4) A waiver of notice signed by either or both shall constitute a joint waiver and notice to either shall constitute notice to both;
- (5) Termination of membership of either shall constitute termination of membership and withdrawal of both;
- (6) Either, but not both, concurrently, shall be eligible to serve as a director of the Club; provided that the qualifications required therefore are met; and
- (7) Upon legal separation or dissolution of marriage, such membership shall be continued to be held solely by the parent who has primary custody of the player(s) on a Club team.

Section 1B:

Coach Membership: Any of the two primary coaches of a Club team that are not already a member under Article II Sec. 1A (family membership) will be a full voting member of the Club.

Section 2.

Membership Fee: The Board of Directors may require the payment of a membership fee for participation as a member of the Club. Membership fees are non-refundable.

Section 3.

Withdrawal from Membership: If a child or children withdraw(s) from participation on a Club team, membership shall automatically terminate. In addition, any coach who terminates participation and who only qualifies for membership under Article II, Sec. 1B, shall be deemed to have withdrawn from the membership.

Section 4.

Termination of Membership: The Board of Directors may by a majority vote terminate the membership of any member.

Section 5. (Revised by Resolution 2011-1, June 12, 2011)

Age Requirements: Every player will be age appropriate for each team level; determined as per the US club Soccer age chart. Levels including by not limited to: U8, U10, U12, U17 (U9, U11, U13 if applicable). A player must receive the approval of their current team coach, as well as the coach of the higher level team before being allowed to play for the higher level team.

Article III – Meetings of Members

Section 1. (Revised by Resolution 2011-2, June 12, 2011)

Annual Meeting: The annual meeting of members of the Club shall be held in the month of August each year at such place in Piatt County, Illinois, as the Board of Directors shall from year to year fix, unless some other place or date shall be designated by resolution of the Board of Directors adopted at a meeting of such Board held not less than one month nor more than three months prior to the regular date of said annual meeting. . Failure to hold the annual meeting at the designated time and place shall not work as forfeiture or dissolution of the Club.

Section 2.

Special Meetings: A special meeting of members may be called by a majority vote of the Board of Directors, by the Chairman of the Board, or by petition signed by not less than ten percent (10%) of the members of the Club and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Such special meeting shall be held at such time and place in Piatt County, Illinois, or as may be otherwise specified in the notice of such meeting in a place reasonably convenient to the members.

Section 3.

Notice of Members' Meeting: Written, printed or electronic mailing notice of meetings of members, stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 30 days before the date of such meeting, either personally, electronically or by mail, by or at the direction of the Secretary, or by the persons calling the meeting, to each member of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members at their address as it appears on the records of the Club, with postage thereon

prepaid. Failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at such annual or special meeting. Members are required to provide personal contact information and keep such information updated.

Section 4.

Quorum: A quorum of the club shall consist of a minimum of nine (9) voting members represented in person or by proxy. Business may not be transacted at any meeting of the members unless there are present in person or by proxy a quorum of the members of the Club. At all meetings of the members, whether a quorum be present or not, the Secretary shall attach to the minutes of such meeting, or incorporate therein by reference, a list of those members who were registered as being present in person or by proxy.

Section 5.

Voting Rights: Each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of members at which a quorum is present, all questions shall be decided by a vote of the majority of the members present in person or represented by proxy, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. The election of directors shall be by ballot and each member shall have the right to cast one vote for each director to be elected. The candidate(s) to be elected, as specified elsewhere in these Bylaws, receiving the highest number of valid votes shall be elected for the term of office for which he or she has been nominated. At all elections determined by ballot, spoiled or blank ballots shall not be counted as ballots "voted" in determining the total number of votes cast at such election.

Section 6.

Proxies: At all meetings of members, a member may vote by proxy upon executing such proxy in writing, provided such proxy may be given only to another member of the Club. Such proxy shall be filed with the Secretary of the Club before the start of the meeting. No proxy shall be voted at any meeting of members unless it shall designate the name of the member to whom the proxy is given and the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated in the proxy or any adjournment of such meeting. No member shall vote as proxy for more than two (2) other members at any meeting of the members and no proxy shall be valid after 60 days from the date of its execution. A proxy may be unlimited as to the matters on which it may be voted or it may be restricted and a proxy containing no restrictions shall deem to be unlimited. In the event a member executes two or more proxies for the same meeting, the most recently dated proxy shall revoke all others. If such proxies carry the same date and are held by different persons, none of them will be valid or recognized. The presence in person of a member at a meeting shall revoke any proxy theretofore executed by such member and such member shall be entitled to vote in the same manner and with the same effect as if said member had not executed a proxy.

Section 7.

Order of Business: The order of business at the annual meeting of members and, insofar as practicable or desirable, at all other meetings of members shall be essentially as follows:

- (1) Determination if a quorum is present.
- (2) Determination of the accuracy and completeness of the proof of notice.

- (3) Presentation and consideration of unapproved minutes of previous meetings of the members.
- (4) Presentation and consideration of, and action upon, reports of officers, directors and committees.
- (5) Election of directors.
- (6) Unfinished business.
- (7) New business.
- (8) Approval of the Acts and Deeds of the directors for the preceding year.
- (9) Adjournment.

Notwithstanding the foregoing, the Board of Directors or the members themselves may from time to time establish a different order of business for the purpose of assuring the earlier consideration of and action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; provided, that no business other than adjournment of the meeting to another time and place may be transacted unless and until the existence of a quorum is first established.

Section 8.

Rules of Order: At all meetings of the members, meeting procedures, except as otherwise provided by law or these Bylaws, shall be governed by the latest edition of Robert's Rules of Order.

Article IV – Directors

Section 1.

Numbers and General Powers: The business and affairs of Club shall be managed by a Board of Directors which shall exercise all of the powers of the Club except such as are by law or by the Articles of Incorporation or Bylaws conferred upon or reserved to the members. Except as provided in Section 3 of this Article, such Board shall be comprised of seven (7) directors, which shall be elected by the membership of the Club.

Section 2. (Revised by Resolution 2009-1, May 3, 2009)

Election and Terms of Office: The term of office for each director shall be two (2) years and not more than two (2) consecutive terms or until his or her successor shall have been qualified and elected. Three (3) director terms shall begin on odd years and Four (4) director terms shall begin on even years.

Section 3.

Qualifications: Any individual who is deemed to be qualified by reason of certain requisite professional expertise or high level of interest in youth soccer.

Section 4.

Election: Directors will be elected by ballot. Voting for directors shall be by the membership of the entire Club present or by proxy at the election meeting.

Section 5.

Nominations: Any member of the Club in good standing or individual as described in Section 3 above who desires to be elected to its Board of Directors may be nominated by the Nominating Committee and such nomination shall be filed with the Secretary not less than thirty (30) days prior to the election by the members. The slate of candidates will be approved prior to the ballots being printed by the Board of Directors.

Section 6.

Nominating Committee: The Board of Directors shall appoint a Nominating Committee comprised of three (3) members to be selected by the Board of Directors of the Club whose duty shall be to obtain and review the qualifications of candidates to determine their eligibility to serve as Directors. The Nominating Committee shall be charged with developing the slate of director candidates. In addition nominations for Director can be accepted from the floor during a membership meeting.

Section 7.

Vacancies: In the event of any vacancy on the Board of Directors through death, resignation or otherwise (but not if a director has been removed or if the number of directors has been increased), the remaining directors may, by a majority vote, elect a successor to fill such vacancy to hold office until the next meeting of the members, at which time a director to fill such vacancy shall be elected by the members, for the remainder of the term of the director whose position is vacant.

Section 8.

Removal of Directors: Any member may bring one or more complaints for cause against anyone or more Directors and may request the removal of such Director or Directors by reason thereof by filing with the Secretary, in writing, a detailed and specific statement of such complaint(s) together with a petition signed by not less than twenty percent (20%) of the members of the Club requesting the removal of such Director or Directors, which petition calls for a special member meeting the stated purpose of which shall be to hear and act on such complaint(s), and if one or more Directors are recalled, to elect their successors. Such petition shall specify the place, time (between 9:00 a.m. and 8:00 p.m.) and date of such special meeting not less than thirty(30) days after the filing of such petition, and the Secretary shall give notice of such special meeting as provided for elsewhere in these By- laws. The Director or Directors against whom such shall have been filed shall be informed in writing of the complaints(s) set forth in such petition immediately after such petition has been filed and no less than fifteen(15) days prior to the meeting of members at which the charges are to be considered. He, she or they shall have an opportunity at such meeting to be heard in person, by witnesses, by legal counsel or any combination of such and to present evidence in respect to the charges. The person or persons bringing the charges shall have the same opportunity but must be heard first. The question of the removal of such Director or Directors shall, separately for each, if more than one has been charged, be considered and voted upon at such meeting; provided that the question of the removal of a Director shall not be voted upon at all unless some substantial evidence in support of the charges against him or her shall have been presented during the meeting. Any vacancy created by such removal shall be filled by a vote of the members present at such meeting in person or by proxy without compliance with the other provisions of these Bylaws with respect to nominations, except that nominations shall be made from the floor. Any newly-elected Director at such meeting shall serve for the unexpired portion of the removed Director's term.

Section 9.

Compensation and Expenses: Directors shall, serve without compensation, except for reimbursement of reasonable expenses incurred for the benefit and interests of the Club, as approved and authorized by the Board of Directors.

Section 10.

Additional Powers of the Board of Directors: The Board of Directors shall have the power to make, adopt, amend, abolish and promulgate such policies, rules, contracts, security and other types of deposits, payments or charges, consistent with law or the Club's Articles of Incorporation or Bylaws, as it may deem advisable for the proper management, administration and regulation of the business and affairs of the Club.

Section 11.

Accounting System and Reports: The Board of Directors shall cause to be established and maintained a complete accounting system. All accounts of the Club shall be examined by a committee of the Board of Directors which shall render reports to the Board of Directors at least two (2) times each year at regular meetings of the Board of Directors. The Board of Directors may also, after the close of each fiscal year, shall cause to be made a full and complete audit of the accounts, books and financial condition of the Club as of the end of such fiscal year. If undertaken, such audit report, or an accurate summary thereof, shall be submitted to the members at the following annual meeting.

Article V – Meetings of Directors

Section 1.

Regular Meetings: A regular meeting of the Board of Directors shall be held without notice immediately after, and at the same place as, the annual meeting of members. Regular meetings of the Board of Directors shall also be held not less than quarterly and at such time and place in Piatt County, Illinois as the Board of Directors may provide. Such regular meetings may be held without notice other than a motion fixing the time and place thereof. All regular meetings are open to all club members. All regular meeting minutes, except executive sessions, will be made available to club members upon request.

Section 2.

Special Meetings: Special meetings of the Board of Directors may be called by Board resolution or by the President of the Board or by any three directors. The persons authorized to call special meetings of the Board of Directors may fix the time and place which must be in Piatt County, Illinois, unless all directors consent, in writing, to its being held in some other place in the State of Illinois.

Section 3.

Notice of Directors' Meetings: Notice of the time, place and purpose of any special meeting shall be given at least five (5) days prior thereto, by written notice, delivered personally, by regular or electronic mail, to each director at his or her last known address. If mailed by regular mail, 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. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Section 4.

Quorum: The presence in person of a majority of the directors in office shall be required for the transaction of business of the Board of Directors and the affirmative vote of a majority of the directors present shall be required for any action to be taken; provided that, if less than a quorum be present at a meeting, a majority of the directors present may adjourn the meeting from time to time but shall cause the absent directors to be duly and timely notified of the date, time and place of such adjourned meeting.

Section 5.

Manner of Acting and Meeting Participation: Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors shall not be permitted to act by proxy. Unless specifically prohibited by the Bylaws, members of the Board of Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by conference telephone or other communications equipment shall constitute attendance at the meeting of the person or persons so participating.

Section 6.

Informal Action by Directors: Any action required 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 they consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 7.

Rules of Order: At all meetings of the Board of Directors, meeting procedures, except as provided by law, the Articles of Incorporation, or these Bylaws shall be governed by the latest edition of Robert's Rules of Order.

Article VI – Officers and Duties Thereof

Section 1.

Classes, Number and Title: Club officers shall be: President of the Board; Vice President of the Board, Secretary, Treasurer and such other Board Officers as may be determined by resolution of the Board of Directors from time to time.

Section 2.

Election and Term of Office: The Vice President, Secretary, and Treasurer shall be elected from among the elected directors; and be approved by the Board of Directors. Officers can only hold

one office. Board officers may seek election for two (2) years and not more than two (2) consecutive terms or until his or her successor shall have been qualified and elected. Except as otherwise provided in these Bylaws, each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3.

Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Club would be served thereby.

Section 4.

Vacancies: Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5.

President of the Board of Directors: The President of the Board of Directors:

- (a) Shall be elected by ballot by the membership of the entire Club present or by proxy at the election meeting by a majority vote of the members of the club.
- (b) Shall be the principal officer of the Club and shall preside at all meetings of the Board of Directors and, unless determined otherwise by the Board of Directors, at all meetings of the members;
- (c) Shall sign with the Secretary any documentation of membership, and may sign any deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed; and
- (d) In general shall perform all duties incident to the office of President of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.

Vice-President of the Board: In the absence of the President of the Board, or in the event of his or her inability or refusal to act, the Vice-President of the Board shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7.

Secretary: The Secretary shall:

- (a) Keep or cause to be kept the minutes of meetings of the members and the Board of Directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these Bylaws or as required by law.
- (c) Be custodian of the corporate records and of the seal of the Club, if any, and see that the seal is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these Bylaws.
- (d) At all times a complete copy of the Bylaws of the Club will be available on the Club web site, containing all amendments thereto;
- (e) Be responsible for insuring the web site is accurate and up to date;

(f) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 8.

Treasurer: The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Club.
- (b) Receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in all such banks or financial institutions as shall be selected in accordance with the provisions of these Bylaws; and
- (c) In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board or Directors.
- (d) Keep or cause to be kept a register of the post office address of each member which shall be furnished to the Secretary by such member.
- (e) Have general charge of the books of the Club in which a record of the members are kept.
- (f) Maintain post office box and periodically check for incoming mail.

Section 9.

Delegation of Secretary's and Treasurer's Responsibilities:

Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer hereinbefore provided, the Board of Directors, by resolution, may, except as otherwise limited by law, delegate wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of each such officer's duties to one or more agents, other officers, or employees of the Club who are not directors.

Section 10.

Executive Director: The Club may choose to engage the services of an employee designated as Executive Director. If so, the Executive Director of the Club shall be responsible for the management and operation of the Club and direct and control its business affairs, manage its personnel, be responsible for its financial operations, provide guidance and direction to the Board and, in general, operate, manage, control and direct the business of the Club, performing such other duties and exercising such authority as is consistent with those duties and responsibilities; subject, however, to the approval and control of the Board of Directors to which he or she, at all times, shall be responsible. He or she may sign, with the Secretary, any deeds, mortgages, notes or other written obligations of the Club, security agreements, financing statements, bonds, contracts and other instruments authorized by the Board of Directors except in cases in which the signing thereof shall be expressly delegated by said Board or these Bylaws to some other officer or agent of the Club or shall be required by law to be otherwise signed or executed.

Section 11.

Bonds of Officers: The Board of Directors may require the Treasurer, or any other officer of the Club charged with responsibility for custody of any of its funds or property, to give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine or as may be required by law. The Board of Directors in its discretion may also require any other officer, agent or employee of this Club to give such bond in such amounts, with such surety or sureties, and containing such terms and conditions as it shall determine or as may be required by law. The cost of all such bonds shall be paid by the Club.

Section 12.

Compensation and Indemnification: The powers, duties and compensations of all other officers, agents or employees of the Club, if any, shall be fixed by the Board of Directors, except as otherwise provided in these Bylaws. The Club may indemnify directors, officers, including the Executive Director, agents and employees to the extent provided in the General Not-for-Profit Corporation Act of the State of Illinois, or as otherwise provided by law or the Bylaws. The Club may purchase insurance to cover such indemnification.

Section 13.

Reports: The officers of the Club shall submit at each annual meeting of the members reports covering the business of the Club for the previous fiscal year and showing the condition of the Club at the close of such fiscal year. The President of the Board or such officer as shall be designated by the Board of Directors shall make or cause to be made any reports to state or federal officials as may be required by law or by such officials.

Article VII – Directors and Duties Thereof

Section 1.

Directors: The directors shall be made up of the President of the Board and six (6) at-large Directors, whose responsibilities shall include the offices of Vice-President, Treasurer, and Secretary, as defined in Article VI., and Coaches Representative, Parents Representative, and Director of Club Events as defined below.

Section 2.

Coaches Representative: Shall represent the interests of the coaches.

Section 3.

Parents Representative: Shall represent the interests of the parents.

Section 4.

Director of Club Events: Shall be responsible for the organization, management and direction of club events.

Article VIII – Committees

Section 1.

Committees: The President of the Board of Directors, may from time to time, with advice and consent of the Board of Directors, appoint such other permanent or ad hoc committees for such purposes as the President may deem necessary in the interests of the Club, including without limitation, for the following purposes: club events, bylaws, policies and procedures, volunteer and employee services, club betterment, fundraising, capital development, coaching, and relations with affiliated and non-affiliated outside organizations. The duties and powers of such committees shall be memorialized in writing and kept with the books, records and minutes of the Club, and shall be further described in such polices, procedures or regulations as may be adopted from time to time by the Board of Directors.

Article IX – Contracts, Checks and Deposits

Section 1.

Contracts: Except as limited elsewhere by these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2.

Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents, employee or employees of the Club and in such manner as shall from time to time be determined by the Board of Directors.

Section 3.

Deposits: All funds of the Club shall be deposited from time to time to the credit of the Club in such bank(s) or financial institution(s) as the Board of Directors may select.

Article X – Waiver of Notice

Section 1.

Waiver: Any member, director or officer may waive, in writing, any notice of meetings required to be given by these Bylaws.

Article XI – Disposition and Pledging of Property

Section 1.

Sale, Lease, Exchange or Other Disposition of Property: The Club may not sell, lease, exchange or otherwise dispose of any of its property, other than property which in the judgment of the Board of Directors is, or will be, neither necessary nor useful.

Section 2.

Mortgage and Pledge of Club Property: The Board of Directors shall have authority to borrow money solely for the proper purposes of the Club and in the usual and regular course of the conduct of the affairs of the Club and to execute and deliver promissory notes or other evidences of indebtedness and one or more mortgages or deeds of trust, pledging and encumbering any or all of the property, revenues, and assets of every kind of the Club, to secure the indebtedness thus incurred.

Article XII – Fiscal Year

Section 1: (Revised by Resolution 2011-2, June 12, 2011)

The fiscal year of the Club shall begin on the first day of August of each year and end on the thirty-first day of July in the same year.

Article XIII – Seal

Section 1:

Seal: If the Club elects to utilize one, the Corporate Seal of the Club shall be in the form of a circle and shall have inscribed thereon the name of the Club and the words “Corporate Seal Illinois.”

Article XIV – Indemnification

Section 1.

Actions Other Than By or In The Right of The Club: The Club 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 proceedings (other than an action by or in the right of the Club) by reason of the fact that (s)he is or was a director, officer, employee or agent of the Club, or who is or was serving at the request of the Club as a director, officer, employee or agent, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in accordance with such action, suit or proceeding, if (s)he acted in good faith and in a manner (s)he reasonably believed to be in, or not opposed to the best interest of the Club, and had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s) he reasonably believed to be in or not opposed to the best interests of the Club, and had reasonable cause to believe that his/her conduct was unlawful.

Section 2.

Actions By or In the Right of The Club: The Club 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 Club to procure a judgment in its favor by reason of the fact that (s)he is or was a director, officer, employee or agent of the Club; or is or was servicing at the request of the Club as a director, officer, employee or agent of another not-for-profit corporation or trust, against expenses (including attorneys’ fees) actually and reasonably incurred by him/her in connection with the defense or settlement of that action or suit, if (s)he acted in good faith and in a manner (s)he reasonably believed to be in, or not opposed to the best interests of the Club, and except that no indemnification shall be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Club, unless, and only to the extent that the court in which the 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, that person is fairly and reasonably entitled to indemnity for those expenses as the court shall deem proper.

Section 3.

Indemnification Against Expenses: To the extent that a director, officer, employee or agent of the Club has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, such person may be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

Section 4.

Authorization of Indemnification: Any indemnification provided for herein (unless ordered by a court) shall be made by the Club only as authorized in the specific case, upon a determination that indemnification of the person is proper in the circumstances because (s) he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to that action, suit or proceeding, or (2) if a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5.

Payment of Expenses in Advance: Expenses incurred in defending an action, suit or proceeding may be paid by the Club in advance of the final disposition of that 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, director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that (s) he is entitled to be indemnified by the Club as authorized in this Article.

Section 6.

Provisions Not Exclusive: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall apply on behalf of their heirs, executors and administrators of that person.

Section 7.

Insurance: The Club may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or who is or was serving at the request of the Club as a director, officer, employee or agent of an affiliated or related not-for-profit corporation, entity or trust against any liability asserted against him and incurred by him in those capacities, or arising out of his status as such, whether or not the Club would have the power to indemnify him against that liability under the provisions of this Article.

Section 8.

Notice: If the Club has paid indemnity or has advanced expenses to a director, officer, employee or agent, the Club shall report the indemnification or advance in writing to the directors with or before the notice of the next annual meeting.

Section 9.

Definitions: For purposes of this Article, references to the "Club" shall include, in addition to a successor organization, any not-for-profit corporation or association authorized within the meaning of Section 501(c) and 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) into which it may transform, as if its separate existence had continued and it would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such not-for-profit corporation or association, or was serving at the request of such not-for-profit corporation or association as a director, officer, employee or agent, shall stand in the same position under the provisions of this Article with respect to the successor organization or not-for-profit

corporation as such person would have with respect to such trust or not-for-profit corporation or association if its separate existence had continued.

Section 10.

Payments a Club Expense. Any payments made to any indemnified party under these By-Laws or under any other right to indemnification shall be deemed to be an ordinary and necessary expense of the Club and payment thereof shall not subject any person responsible for the payment or the Board of Directors to any action for waste or to any similar action.

Article XV – Amendments

Section 1.

Amendments to Articles of Incorporation: The Articles of Incorporation of the Club may be amended from time to time in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on amendments which may be either an annual or special meeting of members;

(b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote on amendments at such meeting within the-time and in the manner provided in these Bylaws for the giving of notice of meeting of members. If such meeting be an annual meeting, the proposed amendment, or a summary as aforesaid, may be included in the notice of such annual meeting;

(c) At such meeting, a vote of the members entitled to vote on the proposed amendment shall be taken and the proposed amendment shall be adopted by receiving the affirmative vote of at least two-thirds (2/3) of the votes present and voted either in person or by proxy. If such election is conducted by ballot, a spoiled or blank ballot shall not be counted as "voted" in determining the total number of votes cast. After the adoption

of the proposed amendment or amendments, the Board of Directors shall authorize and direct the proper officers to take such further steps as may be required by law to effect the proposed amendment or amendments to the Articles of Incorporation.

Section 2.

Amendments to Bylaws: The Bylaws of the Club shall be adopted by its members, subject to repeal or change by action of the members. The Bylaws may be altered, amended or repealed by the members of the Club at any regular or special meeting thereof. Written or printed notice setting forth the proposed Bylaw amendment or amendments, or an accurate summary of the changes to be effected thereby, shall be

set forth in the notice of the meeting at which said amendment is or said amendments are to be voted upon by receiving the affirmative vote of at least two-thirds (2/3) of the votes present and voted either in person or by proxy.

Section 3.

Number of Amendments: Any number of amendments to the Articles of Incorporation or the Bylaws, or both, may be submitted to the members and voted upon by them at the same meeting.

Article XVI – Non-Profit Operation

Section 1.

Club Operation: The Club shall at all times be operated on a non-profit basis. No interest or dividend shall be paid or payable by the Club.

Article XVII – Dissolution

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club 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 court of the county in which the principal office of the Club 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 purposes.