

Amended and Restated
Bylaws
of
Libertyville Boys Club, Inc.
an Illinois Not for Profit Organization
Dated: January 4, 2012

ARTICLE I

Section 1. Purpose. The purpose of the Libertyville Boys Club (LBC) is to foster a climate that is conducive to the promotion of the safe and healthy participation of players, cheerleaders, parents and volunteers in the Libertyville Boys Club Football and Cheerleading Programs. The guiding principles driving our mission are to encourage sportsmanship, an appreciation for fair play and the development of good citizenship for all participants.

Section 2. LBC shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or outside of Illinois.

Section 3. LBC is formed exclusively for charitable purposes and not for pecuniary or financial gain. No part of the assets, income, or profit of LBC shall be distributed to, or inure to the benefit of its Members, Trustees, Directors or Officers. LBC shall not take steps which will serve to facilitate the transaction of specific business by its Members or promote the private interest of any Member or engage in any activities which would constitute a regular business of any kind ordinarily carried on for profit. No substantive part of the activities of LBC shall be conducted for or on behalf of any political campaign of any candidate for public office.

LBC shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Service Code of the United States ("IRS Code").

In the event of liquidation or dissolution of LBC, whether voluntary or involuntary, no Members, Trustees, Directors or Officers shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by LBC from any source, after the payment of all debts and obligations of LBC, shall be used or distributed exclusively for the purposes for which LBC was organized.

ARTICLE II

MEMBERS

Section 1. Classes of Members. LBC shall have (1) class of Members. To become a Member, one must be either a Certified Football Coach, per the policy as adopted by board of directors in the last 12 months, a past or present Director, Officer, the appointed head of a committee within the last 12 months, or one person of the Immediate Family of a player(s) or cheerleader(s) who was registered in the program in the last 12 months. The registration will be kept on file and in the possession of the Secretary.

Section 2. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. If there is more than one Member in the Immediate Family they will receive only one vote regardless of the number of Coaches, Directors, Officers, Committee Members, players or cheerleaders that participated in the program in the last 12 months.

Section 3. Termination of Membership. The general Members by affirmative vote of three quarters of all Members may suspend or expel a Member.

Section 4. No Membership Certificates. No membership certificates of LBC shall be required.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the Members shall be held at 7:00 p.m. on the 2nd Tuesday of March each year, or as otherwise scheduled by the Board of Directors, with due notice to the Members, for the purposes of electing Directors to the Board and for the transaction of such business as may come before the Board.

Section 2. Special Meeting. Special meetings of the Members may be called either by the President, the Board of Directors, or not less than twenty-five percent (25%) of the Members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of the meeting, for any annual meeting, or for any special meeting called by the Board of Directors or President. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of LBC in the State of Illinois.

Section 4. Notice of Meetings. Written notice stating the place, date, and hour of any meetings of Members shall be delivered to each Member entitled to vote at such meeting not less than five, nor more than forty 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 Members at their address as it appears on the records of LBC, with postage thereon prepaid. Notice may also be given electronically by e-mail or facsimile transmissions to the last known contact as maintained by LBC.

Section 5. Quorum. The Members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. A vote of the majority of the Members in which a quorum is present shall be the lawful action of the Members. If a quorum is not present at any meeting of the Members, the Board of Directors shall have the authority to transact any business necessary for the regulation and management of the affairs of LBC.

Section 6. Proxy Vote Granted to Board. As part of the registration process, a Proxy Vote of the Immediate Family of a player or cheerleader who participated in the program in the last 12 months will be granted to the Board of Directors, to be counted as a quorum and voted by the Board of Directors as it shall determine. Any subsequent proxy, properly executed and in writing, which is dated after the Proxy Vote granted to the Board of Directors as part of registration, will be entitled to be voted by the designated holder of the proxy.

Section 7. Proxies. Proxies are allowed provided they are in writing and are delivered to the Secretary at least 10 days prior to the vote. A Member entitled to vote may vote in person or, by proxy executed in writing by the Member or by that Member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. The Proxy Vote of the Immediate Family that is granted to the Board of Directors as a part of registration shall only be counted as a quarter (1/4) vote when determining a quorum and when voted by the Board of Directors. Any subsequent proxy, properly executed and in writing, which is dated after the Proxy Vote is granted to the Board of Directors as part of registration will be entitled to be counted as one (1) vote when voted by the designated holder of that proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of LBC shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be nine (9). Directors will serve for three (3) year terms unless they are removed or resign as provided herein. Beginning in 2013, the positions of the three Directors who have been serving on the Board of Directors the longest, as determined by the Board of Directors, shall be up for election. Every year thereafter, the Directors' terms shall be staggered on a three (3) year basis, and the three Directors who have been serving on the Board of Directors the longest shall be up for election. Unless a Director resigns or is removed, as provided herein, the Director shall hold office until that Director's seat is up for election and until that Director's successor has been elected and qualified. Should a Director be re-elected, the tenure for that Director shall be for three years.

Section 3. Selection of New Directors. The Board of Directors may determine prior to the annual meeting that an appointment of a new Director or Directors is advisable, either to fill a vacancy created for any reason or to increase the size of the Board. Upon such determination, the Board of Directors shall constitute and staff a Nominating Committee for the sole purpose of the recruitment of new Directors. The Nominating Committee will be headed by not more than 1 Director and assisted by not less than two other Members, but in no event shall such committee have more than five Committee Members. This Nominating Committee will draft a call for volunteers that will go to all Members, and the Nominating Committee will determine which volunteers are eligible to serve on the Board of Directors pursuant to criteria provided in the Executive Board Selection Policy. The Nomination Committee will review the qualifications of each applicant and will submit the slate of nominations to the Board of Directors.

Section 4. Election of the Board of Directors. At the annual meeting, the slate of nominations of Directors will be submitted to the Members for a vote to elect new Directors of the Board. The top three vote getters shall be duly elected to the Board of Directors. In case of a tie between two nominees another vote will be taken which will only include the two nominees that tied. The highest vote getter will be duly elected to the Board of Directors. If there is a three way tie a new vote will be conducted.

Section 5. Regular Meetings. The annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two 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.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five calendar days previously thereto by written notice to each Director at his address as shown by the records of LBC. 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 prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. Notice may also be given electronically by e-mail or facsimile transmissions to the last known contact as maintained by LBC. 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 enacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting, unless specifically required by laws or by these bylaws.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting. The act of a majority of the Board of 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, these bylaws, or the articles of incorporation.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors during the course of the year shall be filled by the Board of Directors without approval by the Members. The new Director shall serve the term of the person they replaced.

Section 11. Compensation. The Board of Directors shall not receive any compensation for their services.

Section 12. Resignation. Any Director may resign by filing a written resignation with the Secretary. A Director who resigns shall have his or her position filled by a vote of the remaining Directors pursuant to Section 10 hereof.

Section 13. Removal. Any Director may be removed by a vote of the eligible voting Members at a meeting duly called for that purpose pursuant to these by-laws. Removal will be decided by a majority vote of a quorum of the Members.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers of LBC shall be a President, a Vice President, a Secretary, a Treasurer and such others as may be elected by the Board of Directors. Officers whose 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 two offices may be held by the same person. Members of the Board of Directors may serve simultaneously as Officers and Officers may serve simultaneously on the Board of Directors.

Section 2. Election and Term of Office. The Officers of LBC shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the appointments shall not be held at such meeting, such appointments shall be held as soon therefore as conveniently may be. Vacancies may be filled or new offices created at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of LBC would be served thereby. Removal will be decided by a majority vote of a quorum of the Board of Directors.

Section 4. Resignation. Any Officer may resign by filing a written resignation with the Secretary. An Officer who resigns shall have his or her position filled by a vote of the Board of Directors.

Section 5. President. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of LBC; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances on which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Members.

Section 6. Vice President. The Vice President shall assist the President in the discharge of the duties of the President and shall perform such other duties as from time to time may be assigned by the President or by 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 the powers of and be subject to all the restrictions upon the President.

Section 7. Secretary. The Secretary shall record the minutes of the meetings of the Members, the Board and the Officers in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and perform all duties of the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Other Officers. Other Officers shall perform such duties as shall be assigned to them by the President, Vice President, Treasurer or the Secretary, respectively, or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be the principal accounting and financial officer of the LBC. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books or accounts of the LBC; (b) have charge and custody of all funds and securities of the LBC and be responsible for those funds, and for the receipt and disbursement of those funds; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by 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 the Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. All Officers of LBC shall serve without compensation.

ARTICLE VI

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of one or more Officers. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of LBC; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2. Term of Office. Each person of a committee shall continue as such until the next annual meeting of LBC and until a successor is appointed, unless the committee shall be sooner terminated, or unless such person is removed from such committee, or unless such person shall cease to qualify.

Section 3. Chairman. One member of each committee shall be appointed chairman. That individual will be able to appoint his/her committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by the chairman of that committee.

Section 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.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

BUDGETS, CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers to enter into any contract to execute and deliver any instrument in the name of and on behalf of LBC and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the LBC, shall be signed by a Director and countersigned by an additional Director or in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of LBC shall be deposited from time to time to the credit of LBC in such banks, trust companies, or other depositories as the Board of Directors select.

Section 4. Gifts. The Board of Directors may accept on behalf of LBC any contribution, gift, bequest or devise for the general purposes or for any special purpose of LBC.

Section 5. Budgets. Each Committee will meet before the third Tuesday in April to establish a budget of income and expenses. The official budget will be approved by the Board of Directors at this meeting or as soon thereafter as the Board of Directors may have a meeting for such purpose.

Section 6. Other. The Board of Directors reserves the right to conduct criminal background checks of any Member, as appropriate, to ensure the safety of program participants.

ARTICLE VIII

BOOKS AND RECORDS

LBC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Officers, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of LBC may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of LBC shall be fixed by resolution of the Board of Directors and shall run from January 1 to December 31.

ARTICLE X

DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, payable to LBC by its Members and/or that may apply to families whose children are participating in programs sponsored by LBC.

Section 2. Payment of Dues. Dues shall be payable as determined by the Board of Directors from time to time.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of LBC, 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. Notice may be given by registered or certified mail return receipt requested and or electronically by e-mail, with confirmation of receipt, or via facsimile, with confirmation of transmission.

ARTICLE XII

AMENDMENTS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of LBC not inconsistent with law of the articles of incorporation.

ARTICLE XIII

LIABILITY AND INDEMNIFICATION

The Board of Directors, Officers and committee members shall not be liable to the Members of the Libertyville Boys Club, or any other persons, for any acts or omissions made in good faith. If determined by the Board of Directors to be necessary, the Board of Directors may purchase and obtain insurance to protect against claims which may be made against Libertyville Boys Club, Board of Directors, Officers and committee members.

ARTICLE XIV

SUPERCESSION

These bylaws supersede any prior documents drafted. In the event of a conflict between prior bylaws, and this document, this document shall prevail.