

**BY-LAWS
OF
MORTON BASKETBALL ASSOCIATION, INC.**

**ARTICLE I
Corporate Offices**

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE II
Members**

SECTION 1. MEMBERS. The corporation shall have one (1) class of Members, consisting of players selected for each team and each player's parents or guardians.

SECTION 2. VOTING RIGHTS. Only Voting Directors will have voting rights, except for the election of Officers and At-Large Directors. Members will have voting rights in the annual election of Officers and At-Large Directors, with each family limited to one vote per office, per Morton Heat rostered player. With the exception of the election of the Officers and At-Large Directors of the corporation, Members possess no voting rights or other powers relative to the management of the business and affairs of the corporation, and all such remaining voting rights and powers are vested, under these By-Laws, solely and exclusively in the Directors of the corporation.

SECTION 3. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds (2/3) of all Voting Directors may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues.

SECTION 4. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and not paid. If a Member resigns, his or her membership on the Board of Directors will be automatically terminated, effective as of the date of such resignation. A resigning Member will not be entitled to receive any files or records of the corporation.

SECTION 5. REINSTATEMENT. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Voting Directors, reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in the corporation is not transferable or assignable, and no certificates will be issued to evidence membership in the corporation.

ARTICLE III
Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the Members will be held in April of each calendar year, on the date and at the place and hour designated in the notice of the annual meeting, to: (i) elect the Officers and At-Large Directors of the corporation in compliance with Section 2 of Article II of these By-Laws; and (ii) transact all other business which is properly presented at such annual meeting. If the Officers and At-Large Directors are not elected on the day designated as an annual meeting, or at any adjournment of that annual meeting, the Board of Directors will cause the election to be conducted at a special meeting of the Members as soon thereafter as such special meeting may conveniently be convened.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called and convened by the President, a majority of the Voting Directors or a majority of the Members.

SECTION 3. PLACE OF MEETING. Any place, within or without the State of Illinois, may be designated as the place of meeting of any annual or special meeting of the Members. In the absence of a specific designation, the place of meeting will be the registered office of the corporation in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. A notice, in writing, stating the place, date and hour of a meeting of the Members, and in the event of a special meeting the purpose of that special meeting, will be delivered personally, by U.S. mail, or by electronic mail, to each member who is entitled to vote at such meeting not less than five (5) nor more than sixty (60) days prior to the date of the meeting, by or at the direction of the President, the Secretary or the persons calling the meeting. If mailed, the notice will be deemed delivered when deposited in the United States mail, addressed to the member at the address then appearing in the records of the corporation, with first-class postage on such notice prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Notwithstanding any other provisions of these By-Laws, any action which is required to be conducted, or permitted, at a meeting of the Members may be conducted without a meeting if a consent, in writing, describing the action so conducted is signed by all of the members who are entitled to vote with respect to the subject matter contained in that consent.

SECTION 6. PROXIES. No 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.

SECTION 7. VOTING BY MAIL. The election of Officers and At-Large Directors may be conducted by mail, or in combination of in-person and mail voting, in such manner as the Directors may determine.

SECTION 8. QUORUM. The members possessing five percent (5%) of the votes entitled to be cast at any meeting of the members will constitute a quorum at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting without further notice. At any adjourned meeting, if a quorum is present, any business may be transacted if such business could have been transacted at the original meeting. The withdrawal of a Member from a meeting will not cause a failure of a duly constituted quorum at such meeting. If a quorum is present, the affirmative vote of a majority of the votes entitled to be cast by the Members will constitute the act of the Members.

ARTICLE IV Board of Directors

SECTION 1. GENERAL POWERS. The Board of Directors will supervise, control, direct and manage the property, business, affairs and activities of the corporation.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors constituting the Board of Directors will be not less than seven (7) nor more than twelve (12). The Board of Directors shall consist of Voting Directors and Non-Voting Directors.

- a) Voting Directors. Voting Directors shall consist of elected Officers and At-Large Directors. Each Officer and At-Large Director will be elected to serve in office until the ensuing annual meeting of the Members or until his or her successor is elected in compliance with these By-Laws, unless, prior to the ensuing annual meeting, he or she resigns as an Officer or At-Large Director. Any Officer or At-Large Director may resign from the Board of Directors of the corporation by filing a resignation, in writing, with the Secretary. Until these bylaws are amended to provide otherwise,
 - i.) Officers shall consist of a President, Vice-President, Treasurer and Secretary and
 - ii.) At-Large Directors shall consist of three individuals who are not Officers.

- b) Non-Voting Directors. Non-Voting Directors shall consist of head coaches not otherwise elected as a Voting Director. Non-Voting Directors will remain board members until they resign from the head coach position, are removed as head coach for any reason, or are replaced with a new head coach. Non-Voting Directors shall have no voting rights.

SECTION 3. REGULAR MEETINGS. An annual meeting of the Board of Directors will be held, without other notice than these By-Laws, immediately after and at the same place as the annual meeting of the Members. The Board of Directors may specify, by resolution, the time and place, within or without the State of Illinois, to hold additional regular meetings of the Board of Directors without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called and convened by or at the request of the President or any Director. The persons authorized to call and convene special meetings of the Board of Directors may fix any place, within or without the State of Illinois, as the place to hold a special meeting called and convened by such persons.

SECTION 5. NOTICE OF MEETINGS. Notice of a special meeting of the Board of Directors will be delivered personally, by U.S. Mail, or by electronic mail, in writing, at least two (2) days prior to the special meeting to each Director at his or her address or email address then appearing in the records of the corporation. If mailed, such notice will be deemed delivered two (2) days after being deposited in the United States mail in a sealed envelope so addressed, with first-class postage on the notice prepaid. Notwithstanding the preceding provisions of this Section 5, however, notice of any meeting of the Board of Directors may be waived, in writing, by the person entitled to such notice, either prior or subsequent to the time of the meeting, and the attendance of a Director at a meeting will, in addition, constitute a waiver of notice of that meeting, unless the Director attends the meeting with the expressed purpose of objecting to the transaction of business on the grounds the meeting is not lawfully called or convened. Except as and to the extent otherwise required by these By-Laws, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice of waiver of notice of such meeting.

SECTION 6. QUORUM. One-third (1/3) of the Voting Directors will constitute a quorum to transact business at a meeting of the Board of Directors; however, if less than one-third (1/3) of the Voting Directors are present at such meeting, a majority of the Voting Directors present may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING. If a quorum is present, the act of a majority of the Voting Directors present at a meeting will constitute the act of the Board of Directors, unless the act of a greater number is required by statute, these By-Laws, or the Articles of Incorporation. No Director may vote by proxy on any manner.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors will be filled by the Board of Directors. A Director elected to fill a vacancy will be elected to serve the unexpired term of his or her predecessor in office.

SECTION 9. COMPENSATION. Directors may not receive any salaries in compensation of their services rendered as Directors. No restriction contained in these By-Laws, however, will preclude any Director from serving the corporation in any other capacity and then receiving reasonable compensation from the corporation in connection with that service.

SECTION 10. INFORMAL ACTION BY DIRECTORS. Any action which is required to be conducted, or permitted, at a meeting of the Directors may be conducted without a meeting if a consent, in writing, describing the action so conducted is signed by all of the Directors.

SECTION 11. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified by statute.

ARTICLE V Corporate Officers

SECTION 1. OFFICERS. The Officers of the corporation consist of a President, one (1) or more Vice-Presidents, as determined by the Board of Directors, a Treasurer, a Secretary and such other assistant officers as may be elected or appointed by the Board of Directors in compliance with Section 8 of this Article V. Any two (2) or more offices may be held by the same person, with the exception of the offices of the President and the Secretary. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the corporation will be elected annually by the Members at the annual meeting of the Members, to serve in office until their respective successors are elected and qualified. If the Officers are not elected at such meeting, their election will be conducted as soon thereafter as is convenient. Vacancies may be filled with respect to the unexpired portion of a term or new offices, including assistant officers, may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner herein provided. Election of an Officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer elected by the Members or appointed by the Board of Directors may be removed by the Board of Directors whenever the interests of the corporation would be served by that removal. Removal of elected Officers shall require an affirmative vote of two-thirds (2/3) of all Voting Directors in office. Removal of appointed Officers shall require an affirmative vote of a majority of Voting Directors in office. Such removal, however, will be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. PRESIDENT. The President will preside at the meetings of the Members and the Board of Directors, will function as the chief executive officer of the corporation and will possess the general powers and duties of supervision and management of the business and affairs of the corporation, and the officers and agents of the corporation. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, all documents or other instruments approved by the Board of Directors, except where the execution has been expressly delegated by the Board of Directors or these By-Laws to another officer or agent of the corporation or is required by law to be otherwise executed, and, in general, he or she will perform all duties incident to the office of the President and such other duties as may be periodically prescribed by the Board of Directors.

SECTION 5. VICE-PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or the vice-presidents in the order designated or, in

the absence of any designation, in the order of their election) will perform the duties of the President and, when so acting, will possess all the powers of and be limited by all the restrictions relating to the President. The Vice-President will perform such other duties as may be periodically prescribed by the Board of Directors.

SECTION 6. TREASURER. The Treasurer will act as the principal accounting and financial officer of the corporation. He or she will be in charge of and responsible with respect to the maintenance of the books of account of the corporation; be custodian of all assets of the corporation and generally supervise the receipt and disbursement of the funds of the corporation; and perform all duties incident to the office of the Treasurer and such other duties as may be periodically assigned to him or her by the Board of Directors. If required by the Board of Directors, the Treasurer will furnish the corporation with a fidelity bond to ensure the faithful discharge of his or her duties, in such sum and with the surety, if any, periodically determined by the Board of Directors.

SECTION 7. SECRETARY. The Secretary will record the minutes of the meetings of the Members and the Board of Directors; ensure that all notices are delivered in compliance with these By-Laws, or as required by law; be custodian of the corporate records and seal; maintain a register of the current addresses of each Member and Director; and perform all duties incident to the office of the Secretary and such other duties as may be periodically assigned to him or her by the Board of Directors.

SECTION 8. ASSISTANT OFFICERS. The Board of Directors may elect or appoint such other officers, including assistant treasurers and assistant secretaries, as the Directors may deem desirable, and the assistant officers will possess the authority and perform the duties periodically prescribed by the Board of Directors.

SECTION 9. VACANCIES. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors, to serve the unexpired portion of the then current term of that vacated office.

SECTION 10. SALARIES. The salaries, if any, of the officers will be determined periodically by the Board of Directors, and no officer will be prevented from receiving a salary by reason of the fact that he or she also serves as a Director of the corporation.

ARTICLE VI Committees

SECTION 1. COMMITTEES. The Board of Directors, by a resolution adopted by a majority of the Voting Directors in office, may designate one or more committees, each of which will consist of two or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's members are Directors. 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 the corporation; 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 on it, him, or by the law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have Directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board of Directors or to the Officers of the corporation.

SECTION 3. TERM OF OFFICE. A Member of a committee will continue to serve until the ensuing annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner terminated or such Member is removed from the committee or ceases to qualify as a Member of the committee. A Member may resign by filing a resignation, in writing, with the Secretary.

SECTION 4. CHAIRMAN. A chairman of each committee will be appointed by the President of the corporation.

SECTION 5. VACANCIES. Vacancies in the Membership of any committee may be filled by appointments, in the manner prescribed with respect to the original appointments.

SECTION 6. QUORUM. Unless otherwise specified in the resolution designating a committee, a majority of the committee will constitute a quorum and the act of a majority of the Members present at a meeting where a quorum is present will constitute the act of the committee.

SECTION 7. RULES. Each committee may adopt rules to govern the operation of that committee so long as such rules are not inconsistent with these By-Laws or in conflict with other rules adopted by the Board of Directors.

SECTION 8. REPORTING. All committees will record minutes of committee meetings, will periodically report to the Board of Directors and, in general, will be accountable in all respects to the Board of Directors.

ARTICLE VII Business Transactions

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or other agent of the corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific circumstances.

SECTION 2. CHECKS AND DRAFTS. All checks, drafts or other orders concerning the payment of money or notes or other evidence of indebtedness issued in the name of the corporation must be signed by the Officer or other agent of the corporation and in such manner

as may be periodically determined by resolution of the Board of Directors. In the absence of a specific determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President.

SECTION 3. DEPOSITS. All funds of the corporation which are not otherwise employed will be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may periodically select.

SECTION 4. GIFTS. The Board of Directors may accept any contribution, gift, bequest or devise in the name and on behalf of the corporation.

SECTION 5. LOANS. No loans may be contracted on behalf of the corporation and no evidence of indebtedness may be issued in the name of the corporation unless such action is specifically authorized by resolution of the Board of Directors.

ARTICLE VIII Corporate Records

The corporation will maintain accurate and complete books and records of account, minutes of the proceedings of the Members, the Board of Directors and any committees possessing the authority of the Board of Directors and a record of the names and addresses of the Members who are entitled to vote under these By-Laws. The books and records may be inspected by any Member, or an agent or attorney representing such Member, in pursuance of any proper purpose, after reasonable notice to the corporation.

ARTICLE IX Fiscal Year

The fiscal year of the corporation will be established by resolution of the Board of Directors.

ARTICLE X Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Voting Directors present at any regular meeting or at any special meeting provided that at least 15 days written notice is given of the intention to alter, amend or repeal and to adopt new By-Laws at such meeting.