



## Park Ridge Soccer Club Bylaws

### I. **NAME AND OFFICE**

The name of the organization will be Park Ridge Soccer Club, hereinafter referred to as "PRSC" a not for profit corporation organized under the laws of the State of Illinois. PRSC shall continuously maintain in the State of Illinois a registered agent whose business office address is identical with such registered office and may have other offices within or outside the State of Illinois.

### II. **PURPOSE**

The purpose of PRSC is to serve our community by developing passionate soccer players through a program that provides all levels of competition where players can develop their skills to achieve their full potential with a strong sense of sportsmanship and teamwork.

### III. **MEMBERS**

a. **CLASSES OF MEMBERS.** PRSC shall have two classes of Members:

- i. **VOTING MEMBERS.** Voting Members shall include all Officers and Directors of the Board, House Committee members and Travel Committee members.
- ii. **GENERAL MEMBERS.** General Members of PRSC shall include the parents, legal guardians or other individuals who have actually paid the registration fee of a player duly registered as a PRSC player and are in good standing.
  1. General Members shall have the right to vote for PRSC Board members and the majority of General Member votes shall constitute a single vote in the tally of Voting Member votes.
  2. PRSC reserves the right to decline any application for membership.
  3. General Members shall abide by the rules and regulations of PRSC.

b. **NON-DISCRIMINATION.**

- i. No person shall be denied membership or participation in the activities of PRSC due to race, color, sexual orientation, religion or national origin.

c. **FUNDS.**

- i. PRSC may charge fees and accept personal, corporate and governmental grants or gifts to secure the funds necessary for the activities of PRSC, as well as, provide for the acquisition, maintenance or use of equipment and real estate for the

performance of the PRSC's stated purpose.

d. **SCHOLARSHIPS AND GRANTS.**

- i. In furtherance of the stated purpose of PRSC, the Board may establish guidelines for providing registration and equipment scholarships.
- ii. Members who reside within School District 64 or District 207 with demonstrated economic hardship or lack of sufficient economic resources may apply for financial assistance pursuant to established PRSC guidelines.
- iii. Each situation will be reviewed by the Executive Committee to determine level of need and assistance and make a recommendation to the Board for approval.

e. **TERMINATION OF MEMBERSHIP.**

- i. **BOARD REMOVAL.** The Board, by a two-thirds (2/3) vote of all Board Members, shall have the power to suspend or expel any player, parent, guardian or other Member brought before the Board.
- ii. **CODE OF CONDUCT.** Each player, and his or her parents and family, shall represent PRSC appropriately by demonstrating good sportsmanship, team spirit, self-discipline, respect for others (including but not limited to opposing players and their families, opposing coaches, referees, PRSC coaches, PRSC players and their families) and adherence to PRSC code of conduct.
- iii. **FEES.** PRSC shall establish fees for its programs to be paid by members. Members are expected to make full payment at the time of registration unless other arrangements have been approved. Any member who has failed to make full registration payment may be suspended or terminated at the discretion of the Board.

**IV. MEETINGS**

a. **ANNUAL MEETINGS.**

- i. **BOARD ELECTION MEETING.** An annual meeting of the Voting Members shall be held in November of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. General Members shall be given an opportunity to vote on Director candidates and the majority of their votes on each candidate shall constitute a single vote in the tally of Voting Members.
- ii. **GENERAL MEMBERSHIP MEETINGS.** Annual meetings of the general members, including Voting Members and General Members, shall be held each year to provide the membership an overview of PRSC programs, allow the membership to provide feedback and other business as the Board may determine.

b. **SPECIAL MEETING.**

Special meetings of the Board or Members may be called either by the President or the

Board for the purpose or purposes stated in the notice of the meeting.

- c. **PLACE OF MEETING.** The Board may designate any place, including a virtual space online, as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be a virtual meeting.
- d. **NOTICE.**
  - i. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least five (5) business days in advance of a meeting in writing or by email.
  - ii. Any director may waive notice of any meeting, and the attendance of a director at a meeting shall constitute a waiver of notice of such meeting.
  - iii. Except as required by the law, these bylaws or the articles of incorporation, notice by email shall be deemed sufficient and such notification shall be deemed delivered upon sending to the registered email address provided to PRSC by the recipient.
- e. **QUORUM.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, 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.
- f. **VOTING.**
  - i. Unless specifically prohibited in these bylaws, Directors may vote on any proposal using any of the following methods: in person, via telephone/conference call, via email.
  - ii. Each member of the Board shall be entitled to one vote.
  - iii. A majority vote (50% + 1) may pass any proposal if a quorum exists unless that proposal requires a two-thirds (2/3) majority vote.

## V. **BOARD OF DIRECTORS**

### a. **GENERAL POWERS**

The affairs of PRSC shall be managed by or under the direction of its Board. Except as otherwise specifically provided in these Bylaws, the Board shall have the sole authority to make policy and take action on behalf of PRSC. The Board may from time to time grant Board Member(s), PRSC staff or other approved agents authority to make policy and/or act on behalf of PRSC.

### b. **NUMBER**

The number of elected Directors shall be at least 3 and up to 16. The number of Directors may be changed by amendment or alteration of this section, unless the articles of incorporation provide that a change in the number of Directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent Director.

**c. ELECTION OF BOARD MEMBERS**

- i. The chairperson of the Nominating Committee shall chair the Annual Election Meeting.
- ii. The election shall be conducted by a single paper, online or email ballot.
- iii. The election of a Director candidate shall be determined by the candidate receiving a majority of the ballots cast.
- iv. All candidates for the Board shall be selected at the Annual Election Meeting.
- v. The President and Vice President shall be selected by a majority vote of a quorum of the Board at the first Board meeting after the annual Election Meeting. If there is not a quorum, then the vote will be rescheduled for the next Board meeting at which there is a quorum.
- vi. After the President is elected, the President shall appoint other officers and director positions with approval of the Board.

**d. NOMINATING PROCESS**

- i. The Board shall solicit new Board Directors as needed.
- ii. Candidates wishing to become a Board member must submit a resume of qualifications and statement of interest in writing to the Board at least 30 (thirty) days in advance of the Annual Election Meeting.
- iii. Any member of the Board may move to nominate a candidate. Upon said motion receiving a second and a review of the candidate's qualifications, the Board by a majority vote may add the candidate to the slate of candidates for election.
- iv. The Nominating Committee shall conduct the initial review of candidate qualifications and provide a proposed slate of candidates for Board review and approval.
- v. Board Members seeking re-election are not required to resubmit their qualifications.

**e. TERM OF OFFICE**

- i. **Term.** The term of office for elected Directors shall be two years starting on January 1 and until his or her successor shall have been elected and qualified. The term of office for appointed Directors shall be two years from the date of appointment or for such shorter period of time as determined by the Board.
- ii. **Resignation.** Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Such resignation shall not relieve the resigning Director of the obligation to pay any dues, assessments, or other charges

therefore accrued and unpaid.

- iii. **Removal.** Any Director may be removed, with or without cause, by a minimum vote of two-thirds (2/3) of a quorum of the directors present at any regular or special meeting of the Board called expressly for that purpose. Any director who does not attend at least a majority of the scheduled Board meetings during each year of his or her term may be asked, at the discretion of the Board, to resign as a director or may be removed as stated above.

**f. OFFICERS**

**i. PRESIDENT**

1. The President shall be the chief executive of PRSC, and subject to Board authorization, shall direct the business and affairs of PRSC and perform duties that are customary of presiding officers.
2. The President shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board.
3. The President shall be selected from the members of the Board and be elected by a majority vote of the Board members.
4. The President shall serve as the as the supervisor for PRSC employees unless otherwise authorized by the bylaws or the Board.
5. Except as expressly delegated to other Board Member(s), the President may execute for PRSC any contracts, deeds, mortgages, bonds, or other instruments that the Board has authorized to be executed.
6. The President shall serve as primary representative with other organizations unless delegated.
7. The President shall chair the Executive Committee and Nominating Committee and be a member of the Finance Committee.

**ii. VICE PRESIDENT**

1. The Vice President shall preside over meetings in the absence of the President.
2. In case of disability, resignation, or other long-term absence of the President, the Vice President shall assume all presidential duties until the next Annual Election Meeting or any Special Meeting called for the election of a new President.
3. The Vice President shall oversee the Referee Program and supervise the Referee Program Coordinator.
4. The Vice President shall oversee all special projects and perform other duties as assigned by the President or Board.

5. The Vice President shall have authority to execute all instruments on behalf of PRSC as authorized by the Board.
6. The Vice President shall succeed to the role of President absent another Board member selected by a majority of the Board.
7. The Vice President shall be a member of the Executive Committee and Finance Committee.

**iii. TREASURER**

1. The Treasurer shall be the principal accounting officer.
2. The Treasurer shall oversee and be responsible for the maintenance of adequate books of account for PRSC.
3. The Treasurer shall have responsibility for all funds and securities of PRSC and for the receipt and disbursement thereof.
4. The Treasurer shall prepare monthly budget variance reports for all meetings of the Board.
5. The Treasurer shall oversee and direct the actions of the Assistant Treasurer.
6. The Treasurer shall with Finance Committee develop annual budget for Board approval.
7. The Treasurer shall, along with the Assistant Treasurer, be responsible for the safe keeping of all financial and employment documents of PRSC.
8. The Treasurer shall chair the Finance Committee and be a member of the Executive Committee.

**iv. SECRETARY**

1. The Secretary shall keep a record of the Board of Directors and annual or special meetings of PRSC.
2. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or by the Board.
3. The Secretary shall ensure proper notice in accordance with these Bylaws or as required by law.
4. The Secretary shall oversee lists of members in good standing and voting eligibility for meetings.
5. The Secretary shall oversee a contact list of all officers and board members including, but not limited to names, addresses, email, and phone numbers.
6. The Secretary shall be a member of the Executive Committee.

**g. OTHER BOARD MEMBERS**

**i. RECREATIONAL HOUSE LEAGUE DIRECTOR**

1. Shall oversee the operations for the PRSC Recreational House League program.
2. Shall chair the Recreational House League Committee.
3. Shall prepare and submit an annual budget to the Finance Committee for approval by the Board.
4. Shall secure and oversee the Recreational House League Division Coordinators.

5. Shall perform such other duties as from time to time may be assigned by the President or by the Board.

**ii. TRAVEL PROGRAM DIRECTOR**

1. There shall be at least one Travel Director who will oversee the Travel Program.
2. Director of Coaching and Travel Coordinator shall have dotted-line reporting to Travel Director(s).
3. Travel Program Director(s) shall co-chair the Travel Program Committee with the Director of Coaching.
4. Travel Program Director(s) shall prepare annual budget with input from the Director of Coaching, Travel Coordinator and Travel Committee and submit to the Finance Committee for approval by Board.
5. Travel Program Director(s) shall serve as point of contact for travel team managers and players/parents about program.
6. Travel Program Director(s) shall work with the Travel Committee to provide input to the Director of Coaching prior to tryouts regarding team selection and sizing.
7. Travel Program Director(s) shall assist with tryouts.
8. Travel Program Director(s) may assist the Director of Coaching with team placement in leagues.
9. Travel Program Director(s) shall review program with input from Travel Committee and President to provide feedback to Director of Coaching.
10. Travel Program Director(s) shall serve as PRSC ambassador with parents, players and the community.
11. Travel Program Director(s) may provide input on uniform selection working with the Director of Coaching and Travel Committee.
12. Travel Program Director(s) shall work with Marketing Director to promote travel program.
13. Travel Program Director(s) shall oversee Travel Coordinator activities related to Travel Program.

**iii. PREMIER SC HIGH SCHOOL PROGRAM DIRECTOR**

1. There shall be at least one Premier SC High School Director who will oversee the Premier SC High School Program.
2. Director of Coaching and Travel Coordinator shall have dotted-line reporting to Premier SC High School Director(s).
3. Premier SC High School Director(s) shall prepare annual budget with input from the Director of Coaching, Travel Coordinator and Travel Committee and submit to the Finance Committee for approval by Board.
4. Premier SC High School Director(s) shall serve as point of contact for players/parents about program.
5. Premier SC High School Director(s) shall assist with tryouts.
6. Premier SC High School Director(s) and the Travel Committee shall provide input to the Director of Coaching prior to tryouts regarding team selection and sizing.
7. Premier SC High School Director(s) may assist the Director of Coaching with team placement in leagues.

8. Premier SC High School Director(s) shall review program with input from Travel Committee and President to provide feedback to the Director of Coaching.
9. Premier SC High School Director(s) shall serve as PRSC ambassador with parents, players and the community.
10. Premier SC High School Director(s) may provide input on uniform selection working with the Director of Coaching and Travel Committee.
11. Premier SC High School Director(s) shall work with Marketing Director to promote Premier SC program.
12. Premier SC High School Director(s) shall oversee Travel Coordinator activities related to Premier SC HS Program.

**iv. MARKETING DIRECTOR**

1. The Marketing Director shall oversee creation and distribution of information regarding Recreational House, Travel and Premier SC teams for PRSC and general media.
2. The Marketing Director shall coordinate all fundraising activities of PRSC.
3. The Marketing Director shall serve as PRSC contact with local and Chicago area print and broadcast media.
4. The Marketing Director shall oversee PRSC website and contributions of timely updates.
5. The Marketing Director shall chair the Marketing Committee.
6. The Marketing Director shall perform such other duties as may be assigned by the President or by the Board.

**v. AT-LARGE DIRECTORS**

1. At-large Board members may be selected from PRSC volunteers and shall perform duties as assigned by the Board.
2. At-large tasks may include assisting other Officers and Directors of the Board as well as special projects, such as 3 v. 3 tournament, fundraising and capital projects.

**VI. COMMITTEES**

**a. CREATION.**

- i. The President, with the approval of the Board, may establish committees and appoint committee chairpersons to perform such tasks as are necessary to further the work of PRSC.
- ii. The responsibilities of the committees and the chairpersons shall be defined by the Board.

**b. TERM.**

- i. The term for committee chairpersons shall be one year from their appointment at the December Board meeting, unless otherwise prescribed by the Board.

**c. REMOVAL.**

- i. Any Committee Chairperson or member of a committee may be removed by the Board whenever in its judgment the best interests of PRSC would be served thereby,



but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**d. STANDING COMMITTEES.**

**i. EXECUTIVE COMMITTEE.**

1. The Executive Committee shall include the officers of PRSC.
2. The Executive Committee shall be responsible for reviewing incidents of misconduct and recommending appropriate disciplinary actions to the Board. This includes reprimanding, suspending, barring completely, or otherwise disciplining any member, player, coach, parent, or affiliated team for violations of the PRSC's Bylaws, Policies, and Procedures.
3. The Executive Committee shall be responsible for reviewing and making recommendations for allocation of registration scholarship and grant funds.

**ii. FINANCE COMMITTEE.**

1. The Finance Committee shall be chaired by the Treasurer and include the President, Vice President and Assistant Treasurer.
2. The Finance Committee shall monitor the finances of PRSC and ensure that regular reports are made to the Board.
3. The Finance Committee shall review the annual Audit Report from PRSC accountants and make recommendations to the Board accordingly.
4. The Finance Committee shall review investment of PRSC funds and make recommendations to the Board.
5. The Finance Committee shall review proposed budgets from the Travel Program Committee, Recreational House League Committee and other revenue-generating projects, and oversee the production of the annual budget.

**iii. NOMINATING COMMITTEE.**

1. The Nominating Committee shall be chaired by the President and include one Director from the Recreational House League Committee and one Director from the Travel Program Committee.
2. The Nominating Committee shall review the qualifications of candidates for the Board and make recommendations for the slate of candidates.
3. The Board shall review and approve the slate of candidates identified by the Nominating Committee.

**iv. RECREATIONAL HOUSE LEAGUE COMMITTEE.**

1. The Recreational House League Committee shall be chaired by the House League Director(s), and include the Division Coordinators.
2. The Recreational House League Committee shall be responsible for the following:
  - a. Securing head and assistant coaches.
  - b. Producing and maintaining Recreational House League teams and practice schedules, including any necessary rescheduling.
  - c. Obtaining player rating information and ensuring fair allocation of players.

- d. Coordinating with the Marketing Director to promote Recreational House League program
- e. Resolving player and parent issues with Board involvement as needed.

**v. TRAVEL PROGRAM COMMITTEE.**

1. The Travel Program Committee shall be co-chaired by the Travel Team Director(s) and the Director of Coaching. Other members of the Committee shall include Premier SC High School Program Director(s), the Travel Coordinator and up to five (5) at-large members.
2. The Travel Program Committee shall work with the Director of Coaching and Travel Coordinator to identify initiatives to improve program offerings and seek Board approval where appropriate.
3. The Travel Program Committee shall assist with Travel Team and Premier SC tryouts.
4. The Travel Program Committee may assist Travel Program Directors and Director of Coaching in the creation of the annual budgets.
5. The Travel Program Committee shall review Program with input from Board to provide feedback and recommendations to the Director of Coaching and Travel Coordinator.
6. The Travel Program Committee may provide input for uniform selection.
7. The Travel Program Committee shall assist Marketing Director to maintain website and to promote travel program.
8. The Travel Program Committee shall resolve player and parent issues with Board involvement as needed.

**vi. MARKETING COMMITTEE.**

1. The Committee shall be chaired by the Marketing Director and may include as many members as designated by the Marketing Director and approved by the Board.
2. The Committee shall be responsible for the development of marketing campaigns to promote and grow PRSC.
3. The Marketing Director shall submit marketing campaigns and budgets to the Finance Committee and the Board for approval.

**VII. NON-VOLUNTEER POSITIONS**

**a. HIRING AND TERMINATION.**

- i. The Board, at its discretion, may appoint or contract for paid individuals to fulfill certain duties of PRSC.
- ii. The actual duties of such positions shall be determined by and may be changed by the Board.
- iii. All salary or compensation shall require Finance Committee approval and will follow the approved compensation and budget process.
- iv. Any candidate being considered for a non-coaching position with PRSC shall be submitted to the Board for consideration.
- v. Any person to be hired for a non-coaching position by PRSC as an employee shall be approved in advance by a two-thirds (2/3) vote of the Board.

- vi. The Director of Coaching shall be responsible for the hiring of PRSC Travel Program coaching staff.
- vii. All disciplinary decisions up to and including termination shall require Board review and approval.

**b. CONTRACTS.**

- i. Each individual hired or retained and paid by PRSC shall sign a contract with PRSC for the performance of his or her duties.
- ii. Each contract shall at a minimum set forth the conditions and requirements of the position or project and establish the compensation and method of payment.

**c. EMPLOYEE POSITIONS.**

Notwithstanding other employee positions that the Board may approve, the following PRSC positions have been identified as employees.

**i. DIRECTOR OF COACHING (DOC)**

- 1. The DOC shall be hired by the Board.
- 2. The Board shall define the responsibilities of the DOC and those responsibilities will be included in the job description for the DOC.
- 3. The DOC shall report to the President.
- 4. The DOC shall supervise Travel Program Coaches.

**ii. TRAVEL PROGRAM COACHES**

- 1. The DOC shall hire Travel Program Coaches. Compensation for Travel Program Coaches shall be approved by the Finance Committee.
- 2. The Board and the DOC will define the responsibilities for Travel Program Coaches and those responsibilities will be included in job description for coaches.
- 3. Travel Program Coaches shall report to the DOC.

**iii. CLUB ADMINISTRATOR**

- 1. The Club Administrator shall serve as club primary contact, including general phone, email and PO Box.
- 2. The Club Administrator shall serve as primary contact with Park Ridge Park District.
- 3. The Club Administrator shall maintain seasonal calendars and keep operations on schedule.
- 4. The Club Administrator shall assist with facilitating PRSC meetings, including scheduling space for meetings.
- 5. The Club Administrator shall ensure with the Secretary that all notices are duly given in accordance with the provisions of the bylaws or as required by law.
- 6. The Club Administrator shall attend all Board meetings.
- 7. The Club Administrator shall assist with insurance needs and maintain records.
- 8. The Club Administrator shall working with the Secretary serve as custodian of the corporate records and of the seal of PRSC.
- 9. The Club Administrator shall oversee lost and found.

10. The Club Administrator shall maintain inventory for PRSC.
11. The Club Administrator shall oversee workers hired to setup fields for the Recreational House League.

**iv. PROGRAM COORDINATORS**

1. Program Coordinators for Travel and/or Recreational House will report to Program Directors and perform such duties as the Program Directors, DOC or Board identify.
2. Program Coordinators may be compensated for their services and any compensation shall be governed by a contract between the Program Coordinator and PRSC.

**v. ASSISTANT TREASURER**

1. The Assistant Treasurer shall perform such duties as the Treasurer, the President or the Board identify.
2. The Assistant Treasurer shall maintain records of income and expenses.
3. The Assistant Treasurer shall manage deposits and disbursements.
4. The Assistant Treasurer shall with the Treasurer manage PRSC bank and investment accounts.
5. The Assistant Treasurer shall coordinate record keeping with outside auditing firm.
6. The Assistant Treasurer shall communicate with legal advisors to complete required government filings.

**VIII. CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS**

**a. CONTRACTS.**

By a majority vote the Board may, in addition to those officers authorized by these Bylaws, authorize any officer or officers, agent or agent(s) of PRSC, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PRSC, and such authority may be general or confined to specific instances.

**b. CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, note, or other evidences of indebtedness issued in the name of PRSC shall be signed by such Director(s) or agent(s) of PRSC and in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or Assistant Treasurer. Records of all transactions of PRSC shall be reviewed by the President or another duly authorized Board Member on a monthly basis.

**c. DEPOSITS.**

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

**d. GIFTS.**

The Board may accept on behalf of PRSC any contribution, gift, bequest, or devise of the general purpose or for any special purpose of PRSC.

e. **SPONSORSHIPS.**

The Board may approve sponsorships for PRSC programs.

IX. **BOOKS AND RECORDS**

PRSC shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board and shall keep a record giving the names and addresses of the members entitled to vote. All PRSC books and records may be inspected for a reasonable purpose and at a reasonable time if proscribed by law.

X. **FISCAL YEAR**

The fiscal year of PRSC shall begin on the first day of July in each year and end on the last day of June in each year, or other such time as may be fixed by the Board.

XI. **CONFLICTS OF INTEREST**

- a. PRSC has a conflict of interest policy and each Board Member must read and complete the Conflict of Interest Policy disclosure statement at the start of her/his term.
- b. All signed disclosure statements shall be given to the Club Administrator.
- c. If any action by the Board or a Board Member is in question, the Conflict of Interest Policy shall govern whether a conflict of interest has occurred and disinterested members of the Executive Committee shall determine whether a conflict of interest exists.

XII. **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law (including but not limited to the General Not for Profit Corporation Act of Illinois), these Bylaws or pursuant to the PRSC's Articles of Incorporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

XIII. **INDEMNIFICATION**

**SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF PRSC.**

PRSC may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of PRSC) by reason of the fact that he or she is or was a Director, Committee Chairperson, employee, or agent of PRSC, or is or was serving at the request of PRSC as a Director, Committee Chairperson, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of PRSC and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best

interests of PRSC or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

#### SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF PRSC.

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

#### SECTION 3. RIGHT TO PAYMENT OF EXPENSES.

To the extent that a Director, Committee Chairperson, employee, or agent of PRSC 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 shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

#### SECTION 4. DETERMINATION OF CONDUCT.

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by PRSC only as authorized in the specific case, upon a determination that indemnification of the Director, Committee Chairperson, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the Members entitled to vote, if any.

#### SECTION 5. PAYMENT OF EXPENSES IN ADVANCE.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by PRSC in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Committee Chairperson, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by PRSC as authorized in this Article.

#### SECTION 6. INDEMNIFICATION 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 bylaw, agreement, vote of

Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Committee Chairperson, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**SECTION 7. INSURANCE.**

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

**SECTION 8. NOTICE TO BOARD MEMBERS.**

If PRSC has paid indemnity or has advanced expenses under the Article to a Director, Committee Chairperson, employee, or agent, PRSC shall report the indemnification or advance in writing to Board members.

**SECTION 9. REFERENCES TO PARK RIDGE SOCCER CLUB ("PRSC").**

For the purposes of this Article, references to "PRSC" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Committee Chairpersons, employees, or agents, so that any person who was a Director, Committee Chairperson, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, Committee Chairperson, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provision of the Article with respect to the surviving corporation as such person would have with respect to such merging corporation of its separate existence had continued.

**XIV. AMENDMENTS**

The powers to alter, amend, or repeal or adopt new bylaws or standing rules shall be vested in the Board 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 by a two-thirds (2/3) vote of the Board. The bylaws may contain any provisions for the regulation and management of the affairs of PRSC not inconsistent with law or the articles of incorporation.