

Bylaws
of
HEAT UNITED SOCCER CLUB NFP
An Illinois Not For Profit Corporation

Prepared by

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HEAT UNITED SOCCER CLUB NFP

An Illinois Not For Profit Corporation

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(As proposed on April 14, 2009)

PREAMBLE MISSION & PURPOSE

SECTION 1. MISSION & PURPOSE. The purpose for which Heat United Soccer Club NFP (“HUSC”) is organized is to develop and operate a competitive youth travel soccer program. This organization will seek to implant in the youth of the community the ideals of good sportsmanship, fair play, and honesty for the betterment of their physical and social well-being.

ARTICLE I OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be located in the Village of Huntley, County of McHenry, and State of Illinois. The Corporation may also have such offices at such other places within or without the State as the Board may designate from time to time.

SECTION 2. REGISTERED OFFICE. 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. The Registered Office and Agent shall be Michael J. Fleck, Esq. of the Law Office of Michael J. Fleck, P.C., 11608 Dean Street, Suite 100, P.O. Box 992, Huntley, Illinois 60142.

ARTICLE II MEMBERS

SECTION 1. INITIAL MEMBERS. The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of the Corporation or by such rules and regulations as may be prescribed by the Board. All such resolutions or rules and regulations relating to members adopted by the Board of the Corporation shall be affixed to the Bylaws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership. The Board may waive membership fees on a case-by-case determination of financial hardship.

SECTION 2. MEMBERSHIP QUALIFICATIONS. HUSC membership shall (a) consist of any parent or legal guardian of a player(s) and (b) be determined annually through the HUSC registration process. A player shall be defined as any individual under the age of eighteen (18) who is actively taking part in the activities and programs provided by HUSC and who is in good standing with the Board. The decision of the Board shall be conclusive as to the determination of a participant's good standing. All members shall reside within the boundaries of School District #158, except that the Board may accept members and players not residing within the boundaries of School District #158, *provided* that each member and sponsored participant shall meet the requirements of, and be approved by, the Illinois Women's Soccer League ("IWSL"), the Young Sportsman Soccer League ("YSSL"), or any other organization with which this association is affiliated. HUSC shall comply with the principles, rules and regulations enunciated and decreed by the IWSL and YSSL. Members and players shall be accepted by HUSC in accordance with HUSC's Nondiscrimination Policy as hereinafter provided.

SECTION 3. TERMINATION OF MEMBERSHIP. Membership shall be determined as set forth in Article II, Section 2. Membership shall be terminated upon the occurrence of any of the following events: (a) failure of an existing member to re-register as a part of HUSC's annual registration process, (b) rejection of a member's re-registration by the Board, (c) death of the member, (d) death of the player(s), (e) lack of good standing of a player or member for a period of thirty (30) days, (f) resignation, (g) expulsion, or (h) dissolution or liquidation of the Corporation.

SECTION 4. SUSPENSION BY BOARD. Any person who, in the sole discretion of the Board, acts in any manner that is determined by the Board to be detrimental to HUSC may be suspended or banned from membership and/or participation in HUSC by the Board. The Board decision shall be final and binding. Suspended or banned members and/or participants shall not be entitled to the reimbursement of any membership or other fees, costs, or expenses.

SECTION 5. ANNUAL MEMBERSHIP MEETING.

A. GENERAL. One general meeting of the membership at large shall be held during the month of May ("Annual Membership Meeting") for the purposes of nominating and electing directors and elected officers and the transaction of such other business as the Board of

Directors may bring before the membership. Team Managers shall be responsible for informing the parents on their team of the meetings by distributing written notice to members of meetings as further provided in these Bylaws or by law. The first Annual Membership Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Membership Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

B. LOCATION. Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of the Corporation may from time to time fix. The Annual meeting shall be held at such a place as designated by the Board.

C. CALLING MEETINGS. Annual or Special Meetings of Members may be called by the Board or by any officer of the Corporation instructed to do so by the Board, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

D. NOTICE. Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall, constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the Corporation adopted by the Board, together with a concise statement of the changes made.

E. MEMBERSHIP LIST. At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

SECTION 6. ANNUAL REPORT. At each Annual Meeting of Members, the Board shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

SECTION 7. ADMINISTRATION OF MEETING.

A. PRESIDING OFFICER. Meetings of the members shall be presided over by the following officers, in order of seniority – President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

B. ORDER OF BUSINESS. The order of business at all meetings of members shall be as follows:

- Roll Call;
- Report of standing committees;
- Officers' reports;
- Old business; and
- New business.

SECTION 8. VOTING BY PROXY. Voting by proxy is expressly prohibited.

SECTION 9. INSPECTORS. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

SECTION 10. QUORUM. One-tenth (1/10th) of the members entitled to vote shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

SECTION 11. RECORD DATE. The Board of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than fifty (50) days nor less than ten (10) days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of member entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board for such adjourned meeting.

SECTION 12. MEMBERSHIP CERTIFICATES. HUSC shall not issue any certificates of membership.

SECTION 13. VOTING.

A. NUMBER OF VOTES. Each household of a child or children in the program shall constitute one member and one vote, regardless of the number of children participating in the program. Cumulative voting is prohibited. The household shall be conclusively established at the time of registration pursuant to the HUSC registration process as shall proscribed by the Board by rules and regulations.

B. MEMBER VOTER ELIGIBILITY REQUIREMENTS. Members, as described in Section 2 above, shall only be entitled to vote at the Annual Membership Meeting if they have attended three organizational meetings during course of HUSC's fiscal year.

C. PARTICIPATION. Members are expressly prohibited from participating or acting in any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or any other means of remote communication.

D. VOTING RIGHTS. No member shall have the right to vote on amendments to these bylaws or the articles of incorporation, as all amendments shall be voted on by the existing Board. Unless otherwise provided by law or unless the Board submits a Board Resolution to the Members for approval, Members shall only be entitled to vote at the Annual Membership Meeting for the express and limited purpose of electing directors and elected officers. In the election of directors and officers, a plurality of the votes cast shall elect. All other action shall be approved by a majority of the votes cast. In each case where the Illinois General Not For Profit Corporation Act or its successor permits the corporation to amend the voting threshold required to carry a vote by the Members, said threshold is hereby reduced to a simple majority. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. MANAGEMENT. The management of the HUSC shall be vested in a Board of Directors, to be known as the Board, compromised of six (6) members. The directors will be charged with the active management and direction of the HUSC for the coming year. The Board shall be elected by members of HUSC as provided in Article II, Section 13, Part (b). The Board shall meet monthly.

SECTION 2. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board. By resolution, the Board shall adopt Rules and Regulations necessary and proper for carrying into execution the plenary powers vested in the Board, including but not limited to any rule governing registration fees, league fees, participants, coaches, background checks, teams, equipment, and scheduling.

SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS. Each director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his directorship. The Board shall be compromised of no less than three (3) nor more than eight (8) directors, unless otherwise provided by the Illinois General Not For Profit Corporation Act. Subject to the foregoing, the number of Board may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board, provided that any action

by the Board to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any director then in office. The Board of Directors shall be elected for two year terms.

SECTION 3. INITIAL BOARD. The first Board shall consist of those persons elected by the Incorporators or named as the initial Board in the Articles of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting as hereinafter provided. Each director shall hold office until the expiration of the term for which he/she was elected, and until his/her successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided. By Resolution, the Board may provide for the staggered election of directors.

SECTION 4. REMOVAL, RESIGNATION, AND VACANCIES

A. REMOVAL. Any or all of the members of the Board may be removed with or without cause by vote of the members of the Corporation (1) A director may be removed by the affirmative vote of two-thirds of the votes present and voted; and (2) no director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

B. RESIGNATION. A director may resign at any time by giving written notice to the Board or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. Acceptance of such resignation shall not be necessary to make it effective.

C. VACANCIES. Newly-created directorships or vacancies in the Board may be filled by a vote of majority of the Board then in office, although less than a quorum, unless otherwise provided in the Articles of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

SECTION 5. REGULAR AND SPECIAL MEETINGS.

A. REGULAR MEETINGS. A regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board from time to time.

B. NOTICE. No notice shall be required for regular meetings of the Board for which the time and place have been fixed. Special Meetings may be called by or at the direction of the President or by a majority of the directors then in office.

C. SPECIAL MEETINGS AND NOTICE. Special meetings of the Board may be called by or at the request of the president or any four (4) directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them. Written, oral, or any other method of notice of the time and place shall be given for Special Meetings of the Board in sufficient time for the convenient assembly of the Board. The notice of any meeting need not specify the purpose of

such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

SECTION 6. MEETING LOCATION. Meetings of the Board may be held in a place as designated by the President. Special meetings shall be held at such a place as designated by the President.

SECTION 7. ANNUAL MEETING. Members of the Board shall attend the Annual Meeting of the Members of HUSC as provided for in Article II, Section 5, Part (a).

SECTION 8. ABILITY TO ADDRESS THE BOARD AT EACH MEETING. Members must request time at the monthly meetings and report topic(s) to be discussed twenty-four (24) hours prior to each meeting by contacting the Secretary. Failure to do so will prohibit the member from making a presentation to the Board at that meeting. The Board may waive this notice requirement by an affirmative vote of a majority of the directors present at the meeting. However, Members are welcome to attend and observe any meeting of the Board, *provided* that the Board has not entered into a closed session.

SECTION 9. ATTENDANCE AT ALL MEETINGS. All members of the Board are expected to attend all scheduled meetings. Excused absences will be granted with proper reasons and procedures being followed. All absences (with reason for absence) must be reported to an attending director prior to all scheduled meeting dates. Any member of the Board missing three (3) consecutive meeting dates with or without excused absence may be removed from the Board. If a Board member fails to attend 50% of the regular scheduled meeting dates or is deemed by the Board as non-participatory, that individual will be put on probation and voting privileges will be restricted until the Board votes to reinstate the member. The member may be asked to resign his/her position if satisfactory duties are not fulfilled as described in these Bylaws

SECTION 10. QUORUM. Except to the extent herein or in the Articles of Incorporation of the Corporation provided, a majority of the entire members of the Board shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

SECTION 11 ADMINISTRATION OF MEETING. The Chairman of the Board, if any, shall preside at all meetings of the Board. If there be no Chairman or in his absence, the President shall preside and, if there be not President or in his absence, any other director chosen by the Board, shall preside.

SECTION 12. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 13. INFORMAL ACTION BY DIRECTORS. The authority of the Board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 14. COMPENSATION. The Board shall not receive any compensation for services to the corporation as directors, *provided*, however, that each director shall be entitled to the waiver of registration fees for one player within said director's household. By resolution of the Board, the directors may be paid their expenses, if any, of attendance at each meeting of the board, or for expenses incurred by a director on behalf of HUSC and incidental to the director's duties as such. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 15. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 16. COMMITTEES. Whenever the Board shall consist of more than three (3) directors, the Board may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees for any lawful purpose, which may have such powers as the Board may lawfully delegate.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall include a president, vice-president, a treasurer, a secretary, and any other officers deemed necessary and proper by the Board. The Board may establish new officers and create or supplement any description of duties set forth in these Bylaws by promulgating Rules and Regulations. One or more vice presidents, and such other officers, may be elected and appointed by the Board. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected for two year terms by the Membership at the regular Annual Membership Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. 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 hereinafter provided. Election of an officer shall not of itself create contract rights. Any officer may serve multiple terms. To hold the position of President or Vice President, a person must have served on the Board for at least a one year term. By resolution, the Board may provide for the staggered election of officers.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of

directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

The president shall report at least once annually on HUSC's financial and general operations to the Board of Directors.

SECTION 5. EXECUTIVE VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice president, the Executive Vice President,, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president (or any of them if there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) 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 by the board of directors. If required by the board of directors, the treasurer shall 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.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each director which shall be furnished to the secretary by such director; and (e) 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 by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

SECTION 9. COMPENSATION. The HUSC officers shall not receive any compensation for services to the corporation as officers, *provided*, however, that each officer shall be entitled to the waiver of the registration fees for one player within said officer's household. By resolution of the Board, the officers may be paid their expenses, if any, of attendance at each meeting of the board, or for expenses incurred by an officer on behalf of HUSC and incidental to the officer's duties as such. No such payment previously mentioned in this section shall preclude any officer from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE V ELECTIONS

SECTION 1. NOMINATIONS. The Secretary shall accept nominations at the Annual Membership Meeting or through e-mail up until the regularly scheduled Annual Meeting of the Members. The Board may extend the date due to scheduling conflicts with proper notice and acceptance. The President may present a recommended slate of Officers for the election and the Board may approve the slate by voting on recommended candidates. The final slate of officers, if any, shall be presented to the Members by the current Board at the regularly scheduled Annual Membership Meeting. Any candidate shall be allowed to run only for one officer position.

SECTION 2. ELECTION. The election will be held at the regularly scheduled Annual Membership Meeting. All HUSC members that meet the qualifications for membership as stated in Article II will be eligible to vote. The votes or completed ballots will be tallied by the secretary and overseen by a member of the Board that is not up for election in the current election. In the event that the Secretary is up for re-election, the next highest-ranking officer that is not up for election shall oversee the voting. The rank of officers shall be determined in accordance with the order listed in Article IV of these Bylaws.

SECTION 3. VACANCIES. A vacancy in office, due to death, resignation, or otherwise, may be filled by the Board for the remaining portion of the term. If the previous year's Board cannot slate of full roster of the above officers for the following year, then without need to amend these Bylaws, the Board shall have authority to submit a slate of officers that it determines can adequately provide the leadership and operations for HUSC and fulfill the purpose of this HUSC as stated in the Preamble.

ARTICLE VI COMPENSATION

SECTION 1. Anything herein to the contrary notwithstanding, no HUSC employee or independent contractor who is compensated in any manner shall be eligible to serve on the board of directors or as an officer of the Corporation.

ARTICLE VII CONFLICTS OF INTEREST

SECTION 1. PURPOSE. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS.

A. Interested Person. Any director, principal officer, or member of a committee or commission with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3(a), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest. (1) an interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest; (2) the chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (3) after exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; (4) if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy. (1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to

disclose. (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the governing board and all committees with board delegated powers shall contain: (1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; (2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION. Members of the governing board, committees, and commissions shall abide by the following rules whenever the issue of compensation is pending: (1) a voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation; (2) a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation; (3) no voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. ANNUAL STATEMENTS. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (1) has received a copy of the conflicts of interest policy, (2) has read and understands the policy, (3) has agreed to comply with the policy, and (4) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII FINANCIAL POLICY

SECTION 1. FINANCES AND EXPENDITURES. The Board shall decide all matters pertaining to the finances of HUSC and it shall be the permanent policy to place all incomes in the HUSC Treasury. No expenditure over \$500 shall be made without approval of the Board.

SECTION 2. ANNUAL BUDGET. All members of the Board must submit an annual budget based on their responsibilities. All budgets must be approved by the Board before any purchases can be promised or items purchased from a stated supplier.

SECTION 3. CONTRACTS. The Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 4. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders of payment of money shall be signed by two (2) current officers.

SECTION 5. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 6. GIFTS. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX COMMITTEES

SECTION 1. COMMITTEES. The Board, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which will consist of two (2) or more directors and such other persons as the Board 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 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, or any individual director, of any responsibility imposed on it, him, or her by law. 805 ILCS 105/108.40. No committee may take any of the following actions: (1) Adopt a plan for the distribution of the assets of the corporation, or for dissolution;; (2) Approve or recommend to members any act this Act requires to be approved by members, except that committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may make recommendations to the members relating to electing directors; (3) Fill vacancies on the board or on any of its committees; (4) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (5) Adopt, amend, or repeal the bylaws or the articles of incorporation; (6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or (7) Amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee. The Board shall designate a committee chairperson and may, in its sole discretion, waive one half of the registration fee for one player within household of any committee chairperson.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board in the corporation may be designated or created by the Board and shall consist of such persons as the Board designates. A commission or advisory body may or may not have directors as members, as the Board 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 or to the officers of the corporation. The Board shall designate a chairperson for any commission or other advisory body and may, in its sole discretion, waive one half of the registration fee for one player within household of any chairperson of a commission or other advisory body.

SECTION 3. ADVISORY BODIES. The Board may establish ad hoc committees, advisory boards, or commissions as needed, including the following:

- A. PLAYER SELECTION
- B. DISCIPLINE
- C. REGISTRATION
- D. FINANCE
- E. FUNDRAISING/SPONSORSHIP

SECTION 4. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the directors of the corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the Board, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIR. One member of each committee, advisory board, or commission shall be appointed chair.

SECTION 6. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission 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, advisory board, or commission.

SECTION 8. RULES. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

SECTION 9. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of all directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI FISCAL AND ORGANIZATIONAL YEARS

The fiscal year of the corporation shall begin on July 1st of each calendar year and end on June 30th of the following calendar year until amended by resolution of the Board.

ARTICLE XII SEAL

If the Board may adopt a corporate seal, and if so adopted the seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XIII 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 the corporation, 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.

ARTICLE XIV INDEMNIFICATION

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation 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 the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, 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 interests of the corporation 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 the corporation 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 THE CORPORATION. The corporation 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 corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' 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 the corporation, 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 the corporation, 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, officer, employee, or agent of the corporation 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 the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 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 the corporation 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, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation 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, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, 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 the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. REFERENCES TO CORPORATION. For purposes of this Article, references to "the corporation" 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, officers,

employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 9. OTHER REFERENCES. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

ARTICLE XV CONFIDENTIALITY

SECTION 1. CLOSED SESSIONS. No member of the Board shall disclose to any other person or entity any Information received or conveyed at a closed session of the Board, including any Information that is non-public, confidential or proprietary in nature. Information includes information transferred orally, visually, in writing, electronically or by any other means.

SECTION 2. BREACH OF CONFIDENTIALITY. Any breach or violation of this Article XV by any member of the Board shall be deemed an unreasonable, bad faith, and willful act and shall constitute grounds for dismissal from the Board. No member of the Board in violation of this Article XV shall be entitled to indemnity, pursuant to Article XIV of these bylaws, with respect to any liability that arises out of the conduct that amounts to a violation under this Article XV.

ARTICLE XVI NONDISCRIMINATION POLICY

SECTION 1. RACIAL NONDISCRIMINATION POLICY. The corporation adopts the following statement as the official policy of the corporation:

HUSC admits participants of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and other school administered programs.

SECTION 2. EMPLOYEE RACIAL NONDISCRIMINATION POLICY. The corporation adopts the following statement as the official policy of the corporation:

HUSC is committed to a policy of nondiscrimination in matters of employment and promotes the hiring of qualified individuals without regard to race, creed, color, sex, age, or national origin, provided that they meet the established requirements. HUSC is an at-will employer.

The corporation shall include its racially nondiscriminatory policy in all its brochures, catalogs, and handbooks dealing with the employment of any employees of the corporation.

ARTICLE XVII AMENDMENTS

SECTION 1. POWER TO AMEND. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested solely 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. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

SECTION 2. VOTING. The bylaws shall only be amended by two-thirds (2/3) vote of those present at a properly convened meeting with a quorum of the Board established. Each member of the Board of the corporation shall also be served with a written copy of the amendment at least 48 hours prior to the regular or special board meeting.

SECTION 3. PROPOSALS. Any HUSC member may propose an amendment to the Articles of Incorporation or these Bylaws by submitting it in writing to a Board Member for consideration.

SECTION 4. PROXY. Directors on the Board shall not be allowed to vote by proxy with respect to any amendment to these Bylaws.

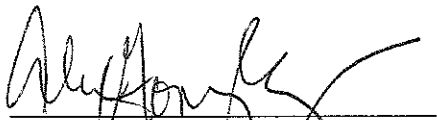
APPROVED:



John Galason, Chairman/President

I, the undersigned, hereby certify this document as a duplicate original of the BYLAWS OF HEAT UNITED SOCCER CLUB NFP and to be a true and correct expression of the provisions adopted by the Board on April 14, 2009;

WHEREFORE I set my hand and affix the corporate seal.



Alex Gonzalez, Secretary