

BY-LAWS
OF THE
BARRINGTON AREA SOCCER ASSOCIATION, LTD.

AS AMENDED:

May 2, 1996
April 14, 1997
May 4, 2002
May 20, 2003
May 2, 2006
May 15, 2007
May 22, 2008
May 19, 2009
April 18, 2023

ARTICLE I

ORGANIZATION

The name of this organization shall be BARRINGTON AREA SOCCER ASSOCIATION, LTD., (“BASA”).

ARTICLE II

PURPOSES

The purpose of the Association is to promote the sport of soccer in the Barrington area; to promote and encourage the sport, pleasure, exercise, and recreation of its members; to promote sociability and friendship among its members; and to manage and conduct entertainment excursions and social meetings of its members. The Association’s travel arm, “FCX,” shall provide comprehensive, professional training for players who are committed to improving their level of play while enjoying themselves. The Association shall be inclusive of all members of the Barrington Community and beyond to provide players with the opportunity for growth in the areas of education, citizenship, and physical and mental fitness. The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

SECTION 1. FAMILY MEMBERSHIP. Membership in the Association shall be a family membership and shall be open to families without any regard to race, color, religion or creed, national origin, disability, age, sex, sexual orientation, gender identity, or veteran status. A family shall become entitled to membership upon registering one or more players. A family shall be entitled to one membership only.

SECTION 2. VOTING RIGHTS. Each member family shall be entitled to one vote on each matter submitted to a vote of the full membership.

ARTICLE IV

MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting of the members of the Association shall be held each year not more than ninety (90) days from the end of the Association's fiscal year for transaction of business as may come before the meeting. Notification of such annual meeting including date, time, and location shall be sent to all members at least 30 days prior to the date of said meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the membership may be called by the majority of the Board of Directors or by written petition of one third (1/3) of the voting members signing said petition and submitting it to the Secretary of the Association. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting.

SECTION 3. MEMBERSHIP MEETINGS. The membership meetings shall be conducted and governed in accord with Robert's Rules of Order Newly Revised in all cases in which it is applicable and in which it is not inconsistent with the by-laws and any special rules of order adapted by the Association.

SECTION 5. MANNER OF VOTING. Voting on any question or in any election shall be in any form designated by the Chairperson. All votes at a meeting of the members shall be a matter of Association record. If a meeting is held in a virtual forum, a virtual voting option shall be provided to members and a virtual vote shall hold the same force and effect as a different method. Said virtual votes shall be a matter of Association record.

SECTION 6. VOTING BY MAIL, INTERNET E-MAIL OR PROXIES. The business of the Association's annual meeting, including the election of the Board of Directors may be conducted by mail, internet e-mail or proxy in such manner as the Board of Directors shall determine. Each member entitled to vote at the meeting of members or to express consent or dissent to action in writing may authorize another person or person to act for him or her by proxy authorized by the Board of Directors. No proxy shall be voted or acted on after sixty (60) days from its date of execution by the member.

SECTION 7. ACTION WITHOUT A MEETING. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of its members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by all of the members entitled to vote with respect to the subject matter thereof, or by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all the members entitled to vote thereon were present and voting.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of this Association shall be managed by a Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be seven (7) and they shall serve for a term of at least three (3) years. Directors shall be elected by the members at the annual meeting of the members or by the existing Board of Directors with notice provided to membership of the ability to object to election of a director no less than fourteen (30) days prior to the vote. If the vote is taken by the existing Board of Directors, electronic communication shall be sent in accordance with Article V, Section 3. No more than four (4) directors shall be elected to the Board in any regularly scheduled election, unless this requirement would prohibit the Board of Directors from having seven (7) directors in a given year. Every person elected to the Board of Directors shall be a member in good standing of the Association. If during the term of office a director becomes ineligible for reelection because the director's dependent(s) have ceased to be a participant in the Association's soccer league, or pursuant to ARTICLE V, SECTION 11, the director may at his or her option, complete his or her term of office early.

SECTION 3. NOMINATING COMMITTEE. At least sixty (60) days before each annual meeting of members at which directors are to be elected, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee of two (2) Board Members and one (1) staff employee. The members of the Nominating Committee shall investigate and consult with members and shall, as the result of such investigation and consultation, nominate candidates for election to the Board of Directors. Such nominations shall be published to membership at least thirty (30) days in advance of the Annual Meeting of the Regular members of the Associations, or thirty (30) days in advance of a vote by the existing Board of Directors, pursuant to ARTICLE V, SECTION 2.

SECTION 5. ELECTION. Those persons nominated by the Nominating Committee or by petition, shall be presented to the membership in accordance with the procedures established by the Board of Directors. After presentation of candidates nominated by the Nominating Committee and petition, a vote by ballot shall be conducted pursuant to the procedures established by the Board of Directors. Any candidate receiving the largest number of votes in excess of a majority of the votes cast shall be declared and elected. The results of the balloting shall be announced at the Annual Meeting.

SECTION 6. MEETINGS. Meetings of the Board of Directors shall be held as deemed necessary for the management of the Association business and affairs. These meetings may be called by or at the request of the President or by a majority of the Board of Directors.

SECTION 7. QUORUM. A majority of the number of directors fixed by these by-laws constitute a quorum for transaction of business at any meeting of the Board of Directors.

SECTION 8. BOARD DECISIONS. 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 of Directors, unless the act of a greater number is required by law, by these by-laws, or in accord with Robert's Rules of Order Newly Revised.

SECTION 9. VACANCIES. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. Any board member so elected shall serve out the unexpired term of the vacancy that the board member has been elected to fill.

SECTION 10. REMOVAL. Any Director may be removed from the Board of Directors by the affirmative vote of the majority of the members of the Association. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been given to the members together with or as part of the notice of the meeting. The vacancy created by the removal of a Director under the foregoing provisions shall be filled only by vote of the members. Such vote may be taken at the same meeting at which the removal of the Director was accomplished or at such later meeting, regular or special, as the members may decide. All voting rules relating to this Section shall be in accordance with Robert's Rules of Order Newly Revised.

SECTION 11. RESTRICTIONS ON ELIGIBILITY. A member with a single dependent playing for different youth, through U19, travel soccer program in Illinois is not eligible to serve on the Board of Directors, even if a different dependent is still enrolled as a player in the Association. This restriction shall serve to maintain the privacy of operational, financial, and internal information within the control of the Board of Directors of the Association. A director whose dependent moves to a different travel soccer program during his or her term, shall provide notice of his or her departure from the Board of Directors and the need to fill the vacancy. Notice shall be provided within fourteen (14) days of acceptance of a position on a non-FCX travel team. This Section does not prohibit an existing director from maintaining general membership in the Association if they have another dependent playing for BASA-FCX. This Section applies to a member who has a dependent playing exclusively for the Rockford Raptors, despite the current alliance agreement between FCX and the Rockford Raptors. Should FCX enter into an alliance with another travel soccer program in the area, this Section and each of its provisions shall also apply to that travel soccer program.

SECTION 12. COMPENSATION. Directors as such shall not receive any stated salaries for their services.

ARTICLE VI

OFFICERS

SECTION 1. NUMBER. The Officers of the Association shall be, at a minimum, President, Vice-President, Secretary, and Treasurer. The Board of Directors may provide for the appointment of such other officers as it shall deem for the best interest of the Association.

SECTION 2. ELECTION, QUALIFICATION AND TERM OF OFFICE. The officers of the Association shall be elected at the annual meeting of the Board of Directors. To qualify for election as an officer of the Association, the individual so standing for an office shall be a member in good standing of the Association. Further, officers of the Association must be members of the Board of Directors of the Association and meet all eligibility requirements pursuant to Article V. Each officer upon his or her election shall hold office until his or her qualified successor shall have been duly elected, or until his or her death, or until he or she shall resign, or has been removed in a manner hereinafter provided. If, during a term of office of an officer, the officer becomes ineligible for reelection pursuant to Article V, Section 11, said officer may, at his or her option, remain on the Board through the end of the dependents current season

with the Association. If the Officer's dependent begins playing for a different youth travel team during the season, the Officer shall step down from the Board immediately.

SECTION 3. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place, as the annual meeting of members.

SECTION 4. OTHER REGULAR MEETINGS. Other meetings of the Board of Directors shall be held as deemed necessary for the management of the Association business and affairs. These meetings may be called by or at the request of the President or fifty percent (50%) of the Board of Directors.

SECTION 5. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, or pursuant to Article V, Section 11.

SECTION 6. VACANCIES. A vacancy in any office because of the death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 7. PRESIDENT. The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the Association.

SECTION 8. VICE-PRESIDENT. The principal duties of the Vice-President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatsoever, of the President.

SECTION 9. SECRETARY. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the Association, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors and to safely and systematically keep all books, papers, records and documents belonging to the Association, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

SECTION 10. TREASURER. The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the Association which shall come into his or her hands, and to keep an accurate account of all monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

ARTICLE VII

COMMITTEES

The President shall delegate and appoint the membership to the committees deemed necessary or appropriate to the efficient conduct of the Association affairs.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance. However, all employment contracts, general contracts and/or instruments which commit the Association to a financial obligation in excess of \$5,000.00 shall only be made by a majority vote of the Board of Directors.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two officers of the Association or by an employee of the Association authorized by the Board of Directors with countersignature by an officer of the Association.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin April 1st and end March 31st.

ARTICLE X

AUDIT OF ACCOUNTS

The officers shall, during each fiscal year, engage a certified public accountant who may be a member of the Association, although not an officer, who shall audit the accounts of the Association at the close of the fiscal year and prepare a report for the Annual Meeting of the members.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

(a) The Association 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 Association) by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association 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 Association, 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, 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 which he or she reasonably believed to be, or not opposed to, the best interests of the Association, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- (b) The Association 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 Association 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 Association, or is or was serving at the request of the Association 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 her or she reasonably believed to be in, or not opposed to, the best interests of the Association, 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 Association, 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.
- (c) To the extent that a director, officer, employee or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Section, 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.
- (d) Any indemnification under paragraphs (a) and (b) of this Section (unless ordered by a court) shall be made by the Association 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 paragraphs (a) and (b) of this Section. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.
- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, 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 Association as authorized in this Section.

- (f) The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of 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.
- (g) The Association may purchase and maintain insurance on behalf of any person who is or was 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 Association would have the power to indemnify such person against such liability under the provisions of this Section.
- (h) If the Association has paid indemnity or has advanced expenses under this Section to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE XII

DISTRIBUTION OF ASSETS

Any and all assets of the Association are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws). The Association shall not be operated for pecuniary profit, shall have no capital stock, and shall make no distribution of dividends to its members, directors, officers or persons having a private interests in the activities of the Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the by-laws.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

PRIORITY OF RULES

No rules shall be passed by this Association which are inconsistent with the rules adopted by the ISA, IYSA, USSF, USYSA or FIFA. In the event of a conflict, the rules adopted by the USSF National Council shall govern.

ARTICLE XIV

AMENDMENT OF BY-LAWS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the law or the Articles of Incorporation.

The by-laws shall be reviewed every three (3) years by a designated member of the Board of Directors. Any proposed amendments shall be presented to the Board of Directors for review and approval. The Board of Directors shall vote to adopt any amendments to the bylaws. A majority of the vote when a quorum is present shall qualify the amended by-laws for adoption.

APPROVED AND ADOPTED THIS 3RD DAY OF MAY 2023.