

**AMENDED AND RESTATED BYLAWS
OF
LAKES YOUTH ATHLETIC
ASSOCIATION**

ARTICLE I - NAME

Section 1.01. Name. The name of this corporation shall be Lakes Youth Athletic Association. (“LYAA”), pursuant to the Illinois General Not For Profit Corporation Act.

ARTICLE II - PURPOSE

Section 2.01. Purpose. The purpose of the LYAA shall be to promote, organize and conduct sports programs for the youth that participate in the Wauconda, Illinois and surrounding communities.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01. General Powers. Consistent with the Articles of Incorporation of the LYAA (“Articles of Incorporation”), the bylaws set forth herein (the “Bylaws”) and subject to the limitations of law and regulation (the “Applicable Law”), the Board of Directors shall determine the general policies that govern the operations of the LYAA and shall be under the direction of the Board of Directors.

Section 4.02. Size. Effective with the election of Directors at the Annual Meeting in August, the Board of Directors shall no more than twenty-two (22), and elected division Vice Presidents with the exact number to be specified from time to time by the Board of Directors. The Executive Board will consist of no more than Six (6) members. The President, Director of Baseball/Vice President, Director of Softball, Director of Operations, Treasurer and Secretary.

Section 4.02. Background Screening. Any member that serves on the Board of Directors shall agree to submit to a background check administered by LYAA prior to acceptance of a nomination and Board Elections and or Executive Appointment. The results of the background checks are subject to the current Executive Board’s review and may serve as justification for rejecting a nomination.

Section 4.04 Election and Tenure. Directors shall be elected at the annual meeting of the Board of Directors, by the members of the then current Board of Directors, in each case, for a one-year term to commence at the adjournment of the August meeting of the Board of Directors, at which they were elected (“Elected Directors.”) Executive Board members, in each case, will serve two-year term.

Section 4.05 Removal and Resignation. A Director may resign at any time by giving written notice to the President of the Board or the Secretary. A resignation need not be accepted in order to be effective. An Elected Director may be removed from the Board of Directors at any time

2017 Final Approved 6-12-2017

with or without cause by a vote of a two-third majority of the all members of the Board of Directors. Any Member of the Board of Directors that resigns or is removed from their position, shall be ineligible to serve on the Board of Directors without Executive Board approval.

Section 4.06 Vacancies. Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term of such office by appointment by the President subject to confirmation by the Board of Directors.

Section 4.07. Annual Meeting. An annual meeting of the Board of Directors shall be held each year at such time and place as is designated by resolution of the Board of Directors or, in the absence of such designation, at 7:00p.m. on the first Monday of August of each year, if not a legal holiday under Applicable Law, and if a legal holiday then on the next day which shall not be a legal holiday, at Board designated location. The purpose of this meeting shall include the election of members to the Board of Directors, the election of the Officers and the transaction of other business.

Section 4.08. Regular Meetings. The Board of Directors may provide by resolution the time and place, within the villages served by the LYAA, including, but not limited to, the Village of Wauconda, Island Lake, Port Barrington, and Volo, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4.09. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President of the Board who may fix the place for holding any special meeting of the Board of Directors. In addition, one-third of Directors then in office may call a special meeting of the Board of Directors and may fix any place within the Village of Wauconda as the place for holding any special briefing of the Board of Directors.

Section 4.10. Notice and Waiver. Except as otherwise prescribed by Applicable Law, any person or persons calling a special meeting shall provide at least five (5) and no more than sixty (60) days' prior written notice of the time and place of such special meeting of the Board of Directors; provided, however, if the subject of a special meeting is (i) the removal of one (1) or more Directors, or (ii) a merger, consolidation, dissolution or sale or exchange of assets, such person or persons calling such special meeting shall provide no fewer than twenty (20) nor more than sixty (60) days' prior written notice. Any Director may waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Both the business to be transacted at, and the purpose of, any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting, unless specifically provided otherwise by Applicable Law, the Articles of Incorporation or the Bylaws.

Section 4.11. Action Without a Meeting. Any action required by Applicable Law to be taken, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing or electronic form, setting forth the action so taken, shall be signed by all of the Directors entitled to vote. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Illinois Secretary of State under the General Not For Profit Corporation Act of Illinois.

Section 4.12. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Directors, rounded down to the nearest whole number plus one shall constitute a quorum. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another date, time or place, without further notice or waiver thereof. Members may be represented by proxy in writing or electronic transmission at any meeting of the Board of Directors with the exception of approval of budget, election of officers, or any other approval as stated in section 4.14.

Section 4.13. Vote and Manner of Action. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote. Voting by proxy shall be allowed. As stated and outlined in section 4.12. At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board of Directors may from time to time determine, and all matters shall be determined by the vote of a majority of the Directors present at a meeting at which a quorum is present, except as otherwise provided in these Bylaws. A Director present at a meeting is presumed to assent to actions unless the Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting specified business at the meeting or the Director votes against or abstains from the action and such objection, dissent or abstention is entered into the minutes of the meeting. A Director must be present, in person or in proxy, at a regular or special meeting in order to be considered in attendance. The only exception to this rule will occur when the Board of Directors calls for a special vote on a particular issue between meetings, in which case any or all Directors can participate by, or conduct such a meeting through the use of, any means of communication by which all Directors can simultaneously hear each other during the meeting.

Section 4.14. Acts Requiring Two-Third Majority Approval. Notwithstanding any other provision hereof, the act of an two-third majority of the members of the Board of Directors then in office shall be required for any of the following actions:

- (a) Adopting a plan of merger or consolidation with another corporation.
- (b) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the LYAA.
- (c) Authorizing the voluntary dissolution of the LYAA or revoke proceedings therefore, or adopting a plan for the distribution of the assets of the LYAA America.
- (e) Removing any Officer or Director.
- (f) Adopting, amending or repealing the Bylaws or the Articles of Incorporation.

Section 4.15. Committees. The Board of Directors may, from time to time, designate committees of the Board of Directors, with such delegable powers and duties as it thereby confers, to serve at the pleasure of the Board of Directors and shall, for those committees and any others provided for herein, elect at least two (2) Directors to serve as the members. Any committee so designated may exercise the power and authority of the Board of Directors to the extent any resolution of the Board of Directors shall so provide, except that a committee may not take such actions requiring the approval of an absolute majority of the Board as set forth in Section 4.14. The President or Vice President shall be an ex-officio, non-voting member of all committees of the Board of Directors except for those committees for which

the President is expressly identified as a member.

Unless otherwise provided by these Bylaws, or Board of Directors or committee resolution, the provisions of these Bylaws on date, time and place of, notice required for, and conduct of, meetings of the Board of Directors shall govern committees of the Board of Directors. A majority of Directors then appointed as members of a committee shall constitute a quorum and all matters shall be determined by a majority vote of the members present at a meeting at which a quorum is present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing. Such writing or writings shall be filed with the minutes of the proceedings of such committee. All minutes of committee meetings and unanimous consents of action taken by a committee without a meeting shall also be submitted to the Board of Directors.

Section 4.16. Resignation and Removal. Any member or the chairperson of any committee may resign at any time by giving written notice to the President of the Board or the Secretary. Such resignation need not be accepted to be effective. Any member and any chairperson of any committee may be removed with or without cause at any time by a vote of a majority of Directors present and entitled to vote at a meeting of the Board of Directors at which a quorum is present.

Section 4.17. Executive Board.

Section 4.17.01. Composition. Those Directors serving as Officers shall constitute the Executive Board as prescribed by section 4.02. The Board may appoint any additional Directors to serve on the Executive Board.

Section 4.17.01. Background Screening. Any member that serves on the Executive Board shall agree to submit to a background check administered by LYAA prior to acceptance of a nomination and Board Elections and or Executive Appointment. The results of the background checks are subject to the current Executive Board's review and may serve as justification for rejecting a nomination.

Section 4.17.03. Duties. The Executive Board shall have the full authority of the Board of Directors between meetings of the full Board of Directors except as set forth in the Bylaws and shall perform such other duties as specified by the Board of Directors. The Executive Board shall not have authority to:

- a) Adopt a plan of merger or consolidation with another corporation.
- b) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the LYAA.
- c) Authorize the voluntary dissolution of the LYAA or revoke proceedings therefore, or adopt a plan for the distribution of the assets of the LYAA.
- d) Fill vacancies on the Board of Directors or any of its committees.
- e) Remove any Officer or Director or member of any committee.
- f) Adopt, amend or repeal the Bylaws or the Articles of Incorporation.
- g) 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 any committee.

Section 4.17.04. Meetings of the Executive Board. The Executive Board may provide by resolution for the date, time and place of regular meetings, and hold such other meetings called by the President of the Board following reasonable notice or called by a majority of the Executive Board.

ARTICLE V - OFFICERS

Section 5.01. Enumerated. The Officers of the LYAA shall be the President, Director of Operations, Director of Baseball/Vice President, Director of Softball, the Treasurer, and the Secretary, and any other officers (collectively, the "Officers," and each individually, an "Officer") or assistant officers as may be determined by the Board of Directors from time to time. The Officers shall have such powers and perform the duties prescribed by the Bylaws, as well as such other authority as provided by the Board of Directors. President, Director of Operations, Director of Baseball/Vice President, Director of Softball, the Treasurer, and the Secretary shall be elected Directors.

Section 5.02. Election and Terms.

Section 5.02.01. President of the Board. The President shall be elected by the Board of Directors and shall take office immediately following the first annual meeting of the Board of Directors held after such election. The President shall be elected for a two-year term.

Section 5.02.03. Other Executive Board Members. The Executive Board shall be elected by the Board of Directors at its annual meeting in each year. Each other Officer: (1) shall be elected for a term of two (2) years and until his/her respective successor has been elected. The President, Director of Baseball/Vice President and Secretary will be elected in staggered terms from the Director of Operations, Director Softball and Treasurer. The President, Director of Baseball/Vice President and Secretary shall be elected in odd years. Director of Operations, Director of Softball and Treasurer shall be elected in even years.

Section 5.04. Resignation and Removal. Any Officer may resign at any time by giving written notice to the President or Secretary. The resignation need not be accepted in order to be effective. Any Officer may be removed by a vote of a two-third majority of the members of the Board of Directors with or without cause. Any Officer that resigns or is removed from their position, shall be ineligible to serve on the Executive Board without Executive Board approval.

Section 5.05. Vacancies. Any vacancy in any office, except the office of Immediate Past President, shall be filled for the unexpired portion of the term of such office by appointment by the President subject to confirmation by the Board of Directors; except that the Vice President shall automatically succeed the President if a vacancy should occur in that office.

Section 5.06. Duties.

Section 5.06.01. President of the Board. The President shall be a member of the Board of Directors and Executive Committee, and shall preside at all meetings of the Board of Directors and Executive Committee at which the President is present. The President shall recommend to

the Board the chairperson and members of each committee and perform such other duties as the Board may assign. The President shall be an ex-officio, non-voting member of all committees of the Board of Directors except for those committees for which the President is expressly identified as a member.

Section 5.06.03. Director of Baseball/Vice President. The Director of Baseball/Vice President shall act for and exercise all the powers of the President in the absence of the President or in the event of the President's disability. The Director of Baseball/Vice President shall have such other powers and shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 5.06.05. Treasurer. The Treasurer shall be responsible for all funds and securities of the LYAA, shall have or delegate authority to receive and give receipts for monies due and payable to the LYAA from any source, and deposit and/or cause to be deposited or invested all such monies in the name of the LYAA, in such banks, trust companies or other depositories; shall keep and/or cause to be kept regular accounts and books which shall be open for inspection to any member of the Board of Directors upon reasonable notice; shall report at the annual meeting and at such regular meetings of the Board of Directors as requested by the President, as to the financial condition of the LYAA; shall have such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

Section 5.06.06. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Directors and shall distribute those minutes no later than two (2) weeks after the previous Board meeting; shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he/she or another Officer shall be custodian of the corporate records as prepared by the Treasurer and of the seal of the LYAA and shall see that the seal is affixed, if required, to all documents which are duly authorized under the provisions of the Bylaws; shall file and cause to be filed with the Illinois Secretary of State an annual report and/or any other documents as required by law; shall file or cause to be filed all necessary documents which the federal government requires for a non-profit organization; shall have the authority to appoint assistant secretaries and to delegate any of his/her power to an assistant secretary; shall have such other powers and perform such other duties as may be assigned by the President or by the Board of Directors.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 7.01. Indemnification. LYAA shall indemnify, defend and hold harmless the members of the Board of Directors and Officers and any person who may have served at its request or by its election as a director or Officer of another corporation, and each of them separately, to the fullest extent permitted by Section 108.75 of the General Not For Profit Corporation Act and other Applicable Law, except with respect to matters as to which any such person shall be adjudged in any action, suit or proceeding to be liable for willful misconduct in the performance of duty. The Board of Directors and the Executive Committee shall have the option to indemnify, defend and hold harmless any employee or agent of the LYAA to the fullest extent permitted by Section 108.75 of the General Not For Profit Corporation Act and other Applicable Law, except with respect to matters as to which any such person shall be adjudged in any action, suit or proceeding to be liable for willful misconduct in the performance of duty. Expenses incurred in defending any civil or criminal action, suit or proceeding may be paid by the LYAA 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 the indemnified party to repay such amount, unless it shall ultimately be determined that such party is entitled to be indemnified by the LYAA.

Section 7.02. Insurance. Subject to the approval of the Board of Directors, LYAA must purchase and maintain insurance on behalf of any and all of its Directors or Officers or former Directors or Officers and any person who has served at its request or by its election as a Director or Officer of another corporation against any liability incurred by them by reason of being or having been Directors or a Director or Officer of the LYAA, or of such other corporation, whether or not the LYAA would have the power to indemnify them against such liability or settlement under the provisions of this Article VII.

ARTICLE VIII - RECORDS

Section 8.01. Records. The LYAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and all action items of the Executive Committee. All books and records of the LYAA may be inspected by any Director, or his/her agent or attorney, at any reasonable time.

ARTICLE IX - FISCAL YEAR

Section 9.01. Fiscal Year. The fiscal year of the LYAA shall begin on the first day of January of each year and end on the last day of December of such year.

ARTICLE XI - NOTICES

Section 11.01. Manner of Notice. Whenever under any provision of Applicable Law, the Articles of Incorporation or the Bylaws, notice is required to be given to any person, such notice shall be delivered to such person either at such person's address as it appears on the books of the

LYAA or at such person's business address. All notices or other communications required or permitted to be given pursuant to any provision of Applicable Law, the Articles of Incorporation or the Bylaws shall be in writing and shall be considered as properly given if mailed by United States mail, postage prepaid, by overnight courier service, by facsimile transmission, or by electronic transmission. Notices hereunder in any manner shall be effective only if and when received by the addressee.

Section 11.02. 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, 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.

ARTICLE XII - RESTRICTIONS AND DISSOLUTION

Section 12.01. Restrictions. No part of the net earnings of the LYAA shall inure to the benefit of, or be distributed to, any Director, or Officer of the LYAA, or any other private individual. No substantial part of the activities of the LYAA shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that the LYAA shall have the power to file an election under Section 501(h) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws. No part of the activities of the LYAA shall consist of participating or intervening in any political campaign on behalf of any candidate for public office.

Section 12.02. Dissolution. Upon dissolution of the LYAA or winding up of its affairs, the assets of the LYAA shall be applied and distributed as follows:

- (a) All liabilities and obligations of the LYAA shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- (b) Assets held by the LYAA upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more organizations which have operations or perform services in Wauconda, IL and surrounding areas, and its adjacent trade area and are exempt under the provisions of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any federal tax law which may then be in effect and whose mission reasonably relates to the LYAA.

ARTICLE XIII - REVISIONS OR AMENDMENTS

Section 13.01. Revisions or Amendments. The Bylaws may be amended or revised at any meeting of the Board of Directors of the LYAA by an act of two-thirds (2/3) of the directors present at a meeting of the Board of Directors at which a quorum is present, provided that any proposed material amendment or revision shall have been submitted in writing to the full Board of Directors no less than twenty (20) days prior to such meeting. Nothing herein shall be construed to prevent the Board of Directors from changing any proposed material amendment or revision at a meeting for which the proposed material amendment or revision was submitted twenty days prior and adopting such changes at the same meeting.

ARTICLE XIV - COMPENSATION

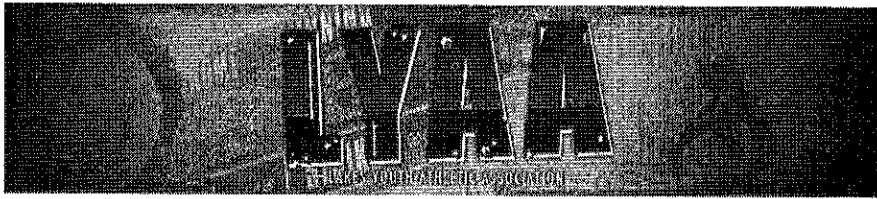
Section 14.01. Compensation. Without exception, compensation for services rendered may not be paid to any Officer or Director of the LYAA. Expenses incurred by any Officer or Director when acting on behalf of the LYAA may be reimbursed.

ARTICLE XV - CONFLICTS OF INTEREST

Section 15.01. Conflicts of Interest. All members of the Board of Directors, whether now serving or later elected, shall be informed of the LYAA's policies with respect to conflicts of interest. The President shall be notified of any conflict of interest arising between the LYAA and any member of the Board of Directors. The Board of Directors shall be notified of any conflict of interest arising between the LYAA and any member of the Board of Directors if such conflict of interest is relevant to any matter requiring action by the Board of Directors. Any such interested Director shall disclose to the Board of Directors the nature of the conflict and shall provide the Board of Directors with any information relevant to the conflicted matter. Such conflicted Director shall leave the meeting and a majority of disinterested Directors present at such meeting at which a quorum composed of disinterested Directors is present shall act with respect to the conflicted matter, and the minutes of such meeting shall reflect such actions. All members of the Board of Directors shall be required to disclose to the Board of Directors annually, in writing, the nature of any potential or existing conflicts of interest between the LYAA and such Director. The members of the Board of Directors may be required to disclose any such conflicts of interest during the annual meeting of the Board of Directors.

ARTICLE XVI - EQUAL OPPORTUNITY

Section 16.01. Equal Opportunity. The LYAA supports and endorses without exception the concepts of fair and equal opportunity for all.



Subject: Certification of Bylaws

Date: June 16th, 2017

Certification

These Bylaws were approved at the meeting of the Lakes Youth Athletic Association (LYAA) Board of Directors by a two-thirds majority vote on Monday, June 12, 2017 and were effective upon ratification by the Board of Directors.

William Brinias

Date 6/16/17

Secretary

Lakes Youth Athletic Association

ASSOCIATION

Nicole Johnson, Adam Cacioppo, Jeff Doud, Bill Brinias, Justin Lenz

Lakes Youth Athletic Association

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