

**BYLAWS
OF THE
GREEN WHITE YOUTH SOCCER CLUB,
A DIVISION OF THE
GREEN WHITE SOCCER CLUB, INC.
(AN ILLINOIS NOT FOR PROFIT CORPORATION)**

ARTICLE 1

Purposes

The Green White Youth Soccer Club (“the Youth Division”), a division of the Green White Soccer Club, Inc. (“the Club”), shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The mission of the Youth Division is to provide a professional, safe and positive environment in the pursuit of developing youth soccer players capable of competing at the highest levels of competitive youth soccer in the Illinois Youth Soccer Association (IYSA) leagues, via it’s Recreational and Travel programs.. In furtherance of its charitable purpose, the Youth Division shall endeavor:

1. To promote the sport of soccer by providing resources, including coaches, facilities, training, scheduling of team competition, and administrative support for increased involvement and proficiency in soccer among the youth and adults residing within Mount Prospect Park District and the surrounding communities in affiliation with:
 - a. The Green White Soccer Club, Inc., and its soccer program for adult men and women;
 - b. The Mount Prospect Park District and its “in-house” soccer program for recreational and instructional youth teams; and
 - c. The United States Soccer Federation and its Illinois Youth Soccer Association which regulates the sport of soccer.
2. To further the interest and knowledge of participants and spectators in soccer.
3. To encourage and develop good sportsmanship, individual integrity, and team play.
4. To foster and encourage the continuing development of youth and adult traveling soccer teams that seek the highest level of team capability and achievement so as to bring recognition and prominence to the Club’s and Youth Division’s programs and the community.
5. To provide a competitive team environment that will allow exceptional soccer participants to be involved in and benefit from local, state, regional, national and international competitive opportunities.
6. To promote cultural enrichment for participants by hosting foreign visiting teams and to have Youth Division teams visit other foreign countries.
7. To organize and conduct soccer clinics and tournaments.

No part of the net earnings of the Youth Division shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Youth Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding any provision of these Bylaws or the Articles of Incorporation of the Club to the contrary, the Youth Division shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3), or (b) by a corporation, contributions to which are deductible under section 170(c)(2).

Upon dissolution of the Youth Division, the Board of Directors of the Club shall, after paying or making provision for the payment of all liabilities of the Youth Division, assume all of the assets of the Youth Division exclusively for the purposes of the Club.

ARTICLE 2

Powers

Except as provided otherwise by the Club's Articles of Incorporation or by these Bylaws, the Youth Division shall operate as a division of the Green White Soccer Club Inc., under its not-for-profit corporation charter and constitution, with a charitable organization designation under Section 501(c)(3) of the IRS Statutes. Further, the Youth Division shall have all powers which a not-for-profit corporation may have if organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 3

Office and Agent

The Club shall have and 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 of Illinois as the Board of Directors may from time to time determine. The Youth Division, subsequently, shall maintain a common mailing address for all business related matters.

ARTICLE 4

Members

Section 4.1. Requirements & Eligibility. Membership in the Youth Division will be open to individuals, participants, and sponsors who are active in and seek to fulfill the mission of the Youth Division, who will support the goals of the Youth Division, who will uphold the responsibilities and integrity of the Youth Division without conflict of interest, and who maintain good standing. Membership for youth participants is in the form of family membership which includes the parents or guardians of the youth participant. Membership in the Youth Division will automatically also give the member non-voting membership in the Club.

Section 4.2. Good Standing. A Member in good standing is one whose membership dues and/or contributions are paid during the current soccer year (defined as July 1st through June 30th) and who has agreed to uphold the mission, bylaws, and goals of the Youth Division.

Section 4.3. Rights and Duties. All Members in good standing may serve on a committee of the Youth Division's Board of Directors. All Members who qualify as a candidate for the Youth Division's Board of Directors, as set forth under Article V, section 5.2, may serve on the Youth Division's Board of Directors.

Section 4.4. Voting. Each member in good standing shall be entitled to one (1) vote per family for elections of Directors and other Youth Division business where membership voting is required.

Section 4.5. Dues and Assessments. The annual dues for all Members (“Membership Dues”) and the time for paying such dues and other assessments of Members, if any, shall be determined by the Board of Directors.

Section 4.6. Resignation. Members may withdraw from the Youth Division at any time by giving written notice to the President of the Youth Division’s Board of Directors. Any resigning member shall continue to be responsible for the payment of all Membership Dues and other assessments through the day the notice to resign is submitted.

Section 4.7. Termination of Membership. Membership in the Youth Division may be terminated for “cause,” which means violation of these Bylaws or any rule or practice of the Youth Division and/or Club. Termination or other discipline may be effected or imposed upon two-thirds vote of the entire Youth Division’s Board of Directors upon consultation with the Club’s Judiciary Committee; provided that the Member shall have been furnished a full statement of charges against such Member and shall have been afforded adequate opportunity for a hearing thereon.

Section 4.8. Delinquency of Membership and Refunds. (a) A delinquent Member is defined as one whose Membership Dues are in arrears more than thirty (30) days from her/his date of renewal. Any Member who becomes ineligible for membership or who becomes delinquent shall have his/her membership terminated automatically. In special circumstances, the Board of Directors may delay such termination. (b) Any Member who resigns or is terminated for any reason will not be entitled to a refund of Membership Dues paid and must re-apply for membership.

ARTICLE 5

Board of Directors

Section 5.1. General Powers. The affairs of the Youth Division shall be managed by or under the direction of its Board of Directors within the limits of these Bylaws and all rules and practices of the Youth Division and/or the Club. In furtherance of its responsibilities, the Youth Division’s Board of Directors:

1. May authorize any officer, agent or affiliate organization to enter into any contract in the name, and on behalf of the Youth Division; no other persons may collect funds, make contracts, incur expenses, or initiate any actions in the name of the Youth Division without prior approval of the Board of Directors
2. Must approve all program budgets of the Youth Division and establish the annual membership dues.
3. May not incur indebtedness beyond income without approval of the Club’s Board of Directors.
4. May authorize the use of the Youth Division’s insignia.
5. Shall serve without compensation.

Section 5.2. Number and Qualifications. The number of Directors of the Youth Division shall be at least eleven (11) and not more than fifteen (15). The number of Directors may be increased to any number or decreased to not fewer than three (3) from time to time by amendment of these Bylaws, provided that a variable range for the number of Directors shall

have a maximum that does not exceed the minimum by more than five (5). Directors must be Members in good standing of the Youth Division. No two (2) Directors can live within the same household.

Section 5.3. Nominations. A three (3) person Nominating Committee shall be appointed annually by the Board of Directors, comprised of two (2) Youth Division Board members and one (1) Club Board member. Members of the Nominating Committee may not be considered or running for office. The Nominating Committee shall review the applications of Board candidates and recommend the most qualified candidates to the Board of Directors for nomination. The Board of Directors shall review the recommendation of the Nominating Committee and place an approved slate of candidates before the membership for election to the Board of Directors.

Section 5.4. Election and Tenure. Directors shall be chosen by vote of the Membership at the Annual Meeting or as soon thereafter as conveniently possible. A term of office shall be two (2) years. Each Director shall hold office for at least one (1), but no more than three (3) consecutive terms. Approximately one-third of the Directors shall be elected each year and serve until a successor has been elected and qualified.

Section 5.5. Resignation. A Director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of the Youth Division. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Director need not be accepted in order to be effective.

Section 5.6. Removal of Directors. One or more Directors may be removed, with or without cause. A Director may be removed by the affirmative vote of a majority of the Directors then in office at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors held at least ten (10) days after written notice of the proposed removal is given to all Directors.

Section 5.7. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office or, if the Director is elected or appointed because of an increase in the number of Directors, the term of such Director shall expire at the next annual meeting of the Board of Directors.

Section 5.8. Annual Meeting. An annual meeting of the Board of Directors shall be held in April of each year at such time place as the Board of Directors shall determine for the purpose of electing Directors and officers and for the transaction of such other business as may be brought before the meeting.

Section 5.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place each year as determined by the Board of Directors. The Board of Directors will provide, at minimum, seven days notice of the time and place for the holding of regular meetings of the Board.

Section 5.10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and such person or persons may fix any place as the place for holding any special meeting of the Board so called.

Section 5.11. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws at least two (2) days in advance thereof by written notice to each Director at the address shown for such Director on the records

of the Youth Division; provided that in the case of a proposed removal of a Director, advance notice shall be given as set forth in Section 5.6 above. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the 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. Except in the case of a special meeting called for the purposes of removing a Director, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

Section 5.12. Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all Directors or by all the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or Committee Members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Youth Division. The action taken shall be effective when all the Directors or the Committee Members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 5.13. Attendance by Telephone. Directors or non-Director Committee Members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.14. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than a majority of the Directors are present, a majority of the Directors then present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.15. Action at a Meeting. The act of the 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 or by these Bylaws.

Section 5.16. Proxy Prohibited, Presumption of Assent. No Director may act by proxy on any matter. A Director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention in writing to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.

ARTICLE 6

Committees

Section 6.1. Committees of the Board of Directors. A majority of the Board of Directors, by resolution, may create one or more committees of the Board and appoint Directors or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her. Each such committee shall have two (2) or more Directors as members, a majority of its membership shall be Directors, and all Committee Members shall serve at the pleasure of the Board.

Section 6.2. Action of Committees of the Board. A majority of a committee of the Board of Directors, but not less than two (2) Committee Members, shall constitute a quorum. The act of a majority of Committee Members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these Bylaws for written consents and for meetings of the Board of Directors. No member of such committee of the Board may act by proxy. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

Section 6.3. Standing Committees. A majority of the Board of Directors, by resolution, may create one or more Standing Committees, on an ad hoc basis, and appoint Directors or such other persons as the Board shall designate to serve on the committee or committees. The Board of Directors shall establish the goals, responsibilities, and structure of the Standing Committees. Standing Committees are accountable to the Board of Directors. Such Standing Committees shall not have or exercise the power of the Board of Directors and any action of such committees shall be advisory and not binding upon the Board of Directors. Any member thereof may be removed by the Board of Directors whenever in its judgment the best interests of the Youth Division or Club shall be served by such removal.

The Youth Division maintains the following Standing Committees:

- Coaches' Committee – All appointed team coaches and trainers shall serve on this committee, which shall meet as necessary for the orderly conduct of team competition, training, and education. This Committee shall be coordinated by the Director of Coaching.
- Fundraising and Special Events Committee – All appointed members shall work to plan, organize, and conduct special events and fundraising activities annually, which may be deemed in the interest of the Youth Division.

Section 6.4. Action of Standing Committees. A majority of standing Committee Members, but not less than two (2) members, shall constitute a quorum. The act of a majority of standing Committee Members present and voting at a meeting at which a quorum is present shall be the act of the committee. A Standing Committee may act by unanimous consent in writing without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these Bylaws for written consents and for meetings of the Board of Directors. No member of such committee may act by proxy. Subject to these Bylaws and to action by the committee, a majority of the members of a

Standing Committee of the Board shall determine the time and place of meetings and the notice required for meetings.

ARTICLE 7

Officers

Section 7.1. Enumeration. The officers of the Youth Division shall consist of:

1. President (Chair) – The President shall be the principal representative of the Youth Division. Subject to the directions of the Board of Directors, the President shall in general supervise and control the business and affairs of the Youth Division and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Directors and/or offices of the Club. The President may sign, alone or with the Secretary or any other proper officer of the Youth Division thereunto authorized by the Board of Directors, any deeds contracts or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise executed. When present, the President shall preside at all meetings of the Board of Directors; this includes the preparation of the agenda and delegation of action items that fall outside the scope of other assigned officers. The President shall serve as the primary liaison with the Illinois Youth Soccer Youth Association. The President serves as a member of the Youth Division's Fundraising & Special Events Committee. The President shall also serve on the Executive Board of Green White Soccer Club, Inc.
2. Secretary – The Secretary shall: (a) keep the minutes of meetings of the Board of Directors and committees 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; (c) be custodian of the Youth Division records; (d) coordinate the annual election of Directors and officers; (e) keep a register of the post office address of each Director or committee member, which shall be furnished to the Secretary by such Director or committee member; (f) in the absence of the President, shall perform the duties of the President; and (g) in general 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 the Board of Directors. The Secretary shall also serve as the Youth Division's Compliance Officer.
3. Treasurer – The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Youth Division; (b) receive and give receipts for moneys due and payable to the Youth Division from any source whatsoever, deposit all such moneys in the name of the Youth Division in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and (c) disburse the funds of the Youth Division as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Youth Division and render to the President or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Youth Division. The Treasurer shall submit an annual budget – prepared in conjunction with the President – for approval of the Board of Directors, prepare

financial statements on a quarterly basis, and provide a report of the Youth Division's financial condition at each meeting of the Board of Directors. The Treasurer shall prepare a composite financial report to be shared with the membership base at the Annual Meeting. The Treasurer shall work with his/her counterpart in the Club to assist with the Club's annual audit. The Treasurer shall in general 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.

4. Director of Girls' Travel – The Director of Girls' Travel shall coordinate the activities of the Youth Division's girls' travel teams, which includes serving as the liaison for the Illinois Women's Soccer League.
5. Director of Boys' Travel – The Director of Boys' Travel shall coordinate the activities of the Youth Division's boys' travel teams, which includes serving as the liaison for the Young Sportsmen's Soccer League.
6. Director of Equipment and Safety (Travel) – The Director of Equipment and Safety (Travel) shall coordinate the equipment needs of the travel teams, ensure that all equipment is maintained and in safe working order, and manage playing fields in order to meet the compliance standards of the Illinois Youth Soccer Association, Illinois Women's Soccer League, and Young Sportsmen's Soccer League. This Director shall maintain an inventory of the travel-related equipment maintained by the Youth Division and work with the Liaison (MPPD) to address any issues related to field maintenance. This Director shall also be accessible via an on-call basis in the event there is an equipment, safety, or security issue during "home" practice sessions, games, or tournaments.
7. Director of Recreational Programs – The Director of Recreational Programs shall coordinate all team-related activities for the Youth Division's recreational soccer teams.
8. Director of Equipment and Security (Recreational) The Director of Equipment and Safety (Recreational) shall coordinate the equipment needs of the recreational teams, ensure that all equipment is maintained and in safe working order, and manage playing fields in order to meet the compliance standards of the Illinois Youth Soccer Association. This Director shall maintain an inventory of the recreational-related equipment maintained by the Youth Division and work with the Liaison (MPPD) to address any issues related to field maintenance. This Director shall also be accessible via an on-call basis in the event there is an equipment, safety, or security issue during practice sessions and games.
9. Director of Communication – The Director of Communication shall coordinate all Youth Division related communication with internal and external stakeholders, including the management of the website and electronic communication system. The Director of Communication shall serve as the recording secretary at any meeting where the Secretary is standing in for the President.
10. Liaison (Green White Soccer Club) – The Liaison (GWSC) shall represent the interests of the Club in conjunction with the activities of the Youth Division. The Liaison (GWSC) will report to the Executive Board of the Club on the activities of the Youth Division and advise the Youth Division's Board of Directors on behalf of the Club.

11. Liaison (Mount Prospect Park District) – The Liaison (MPPD) shall represent the interests of the Mount Prospect Park District in conjunction with the activities of the Youth Division. The Liaison (MPPD) will report to the Mount Prospect Park District Board on the activities of the Youth Division and advise the Youth Division’s Board of Directors of the Park District’s policies and regulations.

The Board of Directors may also include such other officers (including one or more Vice Presidents) or assistant officers as may be elected by the Board of Directors. 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 of Directors.

Section 7.2. Election and Term of Office. The officers of the Youth Division shall be elected by the Board of Directors, annually at the annual meeting of the Board of Directors at such time, date and place as determined by the Board of Directors, or as soon thereafter as conveniently possible. The Liaison offices are not elected, rather appointed by their respective bodies. Each officer shall hold office until a successor is elected and qualified or until such officer’s earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create any contract rights.

Section 7.3. Resignation. An officer may resign at any time by giving notice to the Board of Directors or to the President or the Secretary of the Youth Division. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

Section 7.4. Removal. The Board of Directors may remove an officer, either with or without cause, whenever in its judgment the best interests of the Youth Division or Club would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.5. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE 8

Conflict of Interest

Section 8.1. Purpose. The purpose of the conflict of interest policy is to protect this Youth Division's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Youth Division 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 non-profit and charitable organizations.

Section 8.2. Definitions.

- a) Interested Person. Any Director, principal officer, or member of a committee with 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 Youth Division has a transaction or arrangement, (2) a compensation arrangement with the Youth Division or with any entity or individual with which the Youth Division 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 Youth Division 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 8.3 b, 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 8.3. 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 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 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 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 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 board or committee shall determine whether the Youth Division 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 board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Youth Division'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 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 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 8.4. Records of Proceedings. The minutes of the board and all committees with board delegated powers shall contain: a) 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; b) 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 8.5. Compensation.

a) A voting member of the board who receives compensation, directly or indirectly, from the Youth Division for services, is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Youth Division for services is precluded from voting on matters pertaining to that member's compensation.

c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Youth Division, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 8.6. Annual Statements. Each Director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person: a) has received a copy of the conflicts of interest policy; b) has read and understands the policy; c) has agreed to comply with the policy; and d) understands the Youth Division is a division of a Club that 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 8.7. Periodic Reviews. To ensure the Youth Division 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: a) whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; b) whether partnerships, joint ventures, and arrangements with third parties conform to the Youth Division'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 8.8. Quorum. The presence of the interested Director or of a Director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction.

ARTICLE 9

Contracts and Financial Transactions

Section 9.1. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Youth Division, and such authority may be general or confined to specific instances.

Section 9.2. Loans. No loans shall be contracted on behalf of the Youth Division and no evidences of indebtedness shall be issued in the name of the Youth Division unless authorized by a resolution of the Board of Directors of the Club. No loan shall be made by the Club to a Director of the Youth Division.

Section 9.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Youth Division, shall be signed by such officer or officers of the Youth Division 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, such instruments may be signed by the President or the Treasurer. All disbursements shall be approved by the Board. In cases where a meeting cannot be called, the President if authorized to incur expenditure for operating purposes of up to \$5,000.00.

Section 9.4. Deposits. All funds of the Youth Division shall be deposited from time to time to the credit of the Youth Division in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.5. Membership Dues. The Board of Directors may establish membership dues and/or fees and collect them annually within a timeframe adopted by the Board.

Section 9.5. Gifts. The Board of Directors may accept on behalf of the Youth Division any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Youth Division.

Section 9.5. Financial Reporting. Financial statements shall be submitted to and reviewed by the Board on a quarterly basis. A year-end financial report shall be submitted to the appropriate Club officer for the purpose of completing the Club's annual tax returns and audit activities.

ARTICLE 10

Records

The Youth Division shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the Youth Division may be inspected by any Director or any Director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 11

Fiscal Year

The fiscal year of the Youth Division shall be the calendar year.

ARTICLE 12

Notices

Section 12.1. Manner of Notice. Whenever under the provisions of law or these Bylaws, notice is required to be given to any Director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope with an express mail service, postage prepaid and addressed to such Director or committee member at his or her address as it appears on the books of the Youth Division, and such notice shall be deemed to be given at the time when it is thus deposited; or such notice may be given in writing by facsimile, telegram, electronic mail or any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these Bylaws.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law or these 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. 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 13

Indemnification and Insurance

Each person who at any time is or shall have been a Director of the Youth Division or is or shall have been serving at the request of the Club as a Director shall be indemnified by the Club in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise. If authorized by its Board of Directors, the Club may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 14

Amendment

A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend, or repeal the Bylaws or adopt new Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Any such actions shall be reviewed, in advance, by the Green White Soccer Club, Inc. for approval and provided to the Mount Prospect Park District upon alteration, amendment, repeal, or adoption.

Effective: January 9, 2012