

BY-LAWS
OF
LAKE IN THE HILLS YOUTH ATHLETIC ASSOCIATION

ARTICLE I
Offices

The corporation shall maintain in the State of Illinois a registered office and a registered agent, at such office and may have other offices within or without the state.

The principal office of the Corporation is located at 454 W. Virginia Street, Crystal Lake, McHenry County, Illinois. The designation of the County or State of the Corporation=s principal office may be changed by amendment of these Bylaws.

ARTICLE II
Not-For-Profit Purposes

SECTION 1. IRS SECTION 501(c)(3) PURPOSES. Lake in the Hills Youth Athletic Association is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. LIMITATION ON ACTIVITIES. No substantial part of the activities of Lake in the Hills Youth Athletic Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by in Section 501(h) of the Internal Revenue Code), and Lake in the Hills Youth Athletic Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions by these By-laws, Lake in the Hills Youth Athletic Association shall not carry on any activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 3. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earning for Lake in the Hills Youth Athletic Association shall inure to the benefit of, or be distributable to, its members, if any, directors or trustees, officers, or other private persons, except that Lake in the Hills Youth Athletic Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance

of the purposes of Lake in the Hills Youth Athletic Association.

SECTION 4. DISTRIBUTION OF ASSETS. Upon the dissolution of Lake in the Hills Youth Athletic Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of Lake in the Hills Youth Athletic Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Illinois.

ARTICLE III Participants and Members

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP AND PARTICIPATION. The Corporation shall have one class of Members. The children of the McHenry County area and other children as designated by the Board of Directors are eligible to participate as players in Lake in the Hills Youth Athletic Association sponsored programs. The Board of Directors shall have sole discretion to determine if a child is eligible to participate as a player in the Lake in the Hills Youth Athletic Association sponsored programs and its decisions are final and binding. Membership shall be granted to any parents or guardians of a child who is a registered participant in the Lake in the Hills Youth Athletic Association sponsored program for the season then in effect. Each season shall be deemed to begin on the annual registration date for the program and end on the date of registration the following year. Each family of a child or children in the Lake in the Hills Youth Athletic Association sponsored program shall constitute one (1) member and one (1) vote, regardless of the number of children participating in the program. Members conforming with the above requirements and those who meet the financial obligations of registration fees established by the Board of Directors are considered Members in good standing for the year being considered and shall be entitled to all of the rights and privileges of Membership in the Lake in the Hills Youth Athletic Association for the year in question.

SECTION 2. DETERMINATION/SUSPENSION OF MEMBERSHIP. Any person who, in the sole discretion of the Board of Directors, acts in any manner that is determined by the Board of Directors to be detrimental to the Lake in the Hills Youth Athletic Association organization, may be suspended or expelled from Membership and/or participation in the organization by an affirmative vote of a majority of all of the Members of the Board of Directors. The Board of Directors' decision shall be final and binding.

SECTION 3. VOTING RIGHTS. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

SECTION 4. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. REINSTATEMENT. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may by the affirmative vote of a majority of the Members of the Board reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

SECTION 7. NO MEMBERSHIP CERTIFICATES. No membership certificates for the corporation shall be required.

ARTICLE IV Meetings of Members

SECTION 1. ANNUAL MEETING. The annual meeting of the Members shall be held on the First Sunday of September of each year for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. If such day is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. Only Members who have attended not less than the three (3) board meetings within the twelve-month period preceding the annual meeting shall be entitled to vote.

SECTION 2. SPECIAL MEETING. Special meetings of the Members may be called either by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of Members shall be posted on the Lake in the Hills Youth Athletic Association website at www.lithyaa.org not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the corporation, with postage thereon paid.

SECTION 5. QUORUM. The Members holding one percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be

transacted which might have been transacted at the original meeting; withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 6. PROXIES. Each Member entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after two months from its date, unless the proxy provided for a longer period.

ARTICLE V

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of no less than FIVE (5) and be no more than NINE (9). The number of Directors may be changed from time to time to any number between five (5) and nine (9) by a majority vote of the Board of Directors without any further amendment to these By-Laws. Each Director shall hold office for an initial term of TWO (2) years. Directors need not be residents of Illinois or Members of the Corporation.

SECTION 3. REGULAR MEETINGS. A regular 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. The Board of Directors may provide by resolution the time and place, or the holding of additional regular meetings of the Board without further notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of the 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be

specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these By-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE VI Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a President, two (2) Vice-Presidents, a Treasurer, a Secretary, a Commissioner of Baseball, a Commissioner of Softball, and such assistant Treasurers, assistant Secretaries, or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall consist of Members of the Board of Directors, and be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. 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 Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT.

- A. Shall preside at all meetings of the Association.
- B. Shall conduct the affairs of the Association and execute the policies as established by the Association's by-laws.
- C. Investigate complaints, irregularities, and conditions detrimental to the Association and report thereon to the Board of Directors as necessary.
- D. Make final approval of all coach applicants.
- E. Shall have authority to take immediate disciplinary action against any Coach, Manager, or Association member for any serious violations of these by-laws as determined by the Board of Directors.

SECTION 5. 1st VICE PRESIDENT

- A. Shall act as an aide to the President.
- B. Shall coordinate the purchase of concession equipment, food and beverage.
- C. Shall oversee concession operations, including the hiring, managing and paying of concession workers.
- D. Shall coordinate and give final approval on umpire and game schedules.
- E. Shall coordinate the recruitment, selection, training and paying of Umpires.
- F. Recognize that the Association must remain in a constant state of revitalization and growth and shall ensure a constant flow of information to the Board to identify and address weak areas of player development.

SECTION 6. 2nd VICE PRESIDENT

- A. Shall act as an aide to the President.
- B. Shall coordinate the purchase of uniforms and trophies.
- C. Shall coordinate the maintenance of all playing fields.
- D. Shall be responsible for field equipment and supplies.

SECTION 7. SECRETARY

- A. Shall act as an aide to the President.
- B. Shall maintain the Association's by-laws.
- C. Shall be responsible for all publicity-related activities including, but not limited to, newsletters, placement of information in local newspapers and school newsletters.
- D. Shall maintain records of business transacted at each meeting and provide a copy of

- the minutes to the Board of Directors at the next regularly-scheduled meeting.
- E. Responsible for recording the activities of the Association and maintain appropriate files, mailing lists, and necessary records.
 - F. Shall supervise team pictures.
 - G. Shall be responsible for maintenance and update of official Association website.
 - H. Shall conduct all Association correspondences not otherwise specifically delegated and shall be responsible for carrying out all orders, votes, and other resolutions that are not otherwise committed.
 - I. Shall maintain a running history of the Association.

SECTION 8. TREASURER

- A. Shall receive and distribute all funds of the Association as authorized by the Board of Directors.
- B. Shall keep financial records.
- C. Shall be responsible for activities concerning the registration process.
- D. Shall be responsible for arranging for team and Association insurance.
- E. Prepare a monthly report of all financial transactions.
- F. Shall be responsible for all fundraising activity including, but not limited to, any and all fundraising programs and sponsorships.
- G. Locate and secure sponsorships and grants from individuals and businesses.
- H. Shall be responsible for prompt payment of Association=s insurance bills.
- I. Shall maintain a running history of Association=s financial records.
- J. Shall create and maintain a budget for all Association=s expenses.

SECTION 9. COMMISSIONERS OF BASEBALL AND SOFTBALL

- A. Coordinate with the Board of Directors to ensure efficient organization and insure all duties are being performed in a timely and efficient manner and in accordance with the Association=s procedures (i.e. concessions, fundraiser, umpires, pictures, uniforms and trophies).
- B. Liaison between coaches and Board of Directors.
- C. Maintain roster of teams and coaches.
- D. Work with Board of Directors in recruiting coaches.
- E. Coordinate with coaches the All-Star selection process following the Lake in the Hills Youth Athletic Association All-Star selection process.
- F. Submit any suggested rule changes to the Board of Directors for approval.
- G. Assist wherever needed to insure overall integrity of leagues.
- H. Submit forms for All-Star tournaments, organize and oversee league playoffs, and if necessary, assist in scheduling and/or rescheduling games.
- I. Ensure game results and standings are communicated to the Web Site Manager.
- J. Set the number of teams for each League with Board of Director=s input with the goal of having a minimum of eleven players per team.
- K. To perform duties as assigned by the President.

- L. Responsible for player and coach development and in such capacity shall arrange clinics for players, coaches, and/or administrative personnel as determined by the Board of Directors.
- M. Coordinate practice schedules with coaches.
- N. Make the assignments of late registrants to teams; first to achieve a balance if the number of players in the order of the original draw/draft.

ARTICLE VII

Committees

SECTION 1. POWER TO DESIGNATE COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. MEMBERS OF COMMITTEES. The Board of Directors may designate the Members of Committees. The Members of each Committee shall elect a Chairman of the Committee, unless the Chairman is otherwise appointed by the Board of Directors. The Chairman shall preside over Committee meetings and report to the Board of Directors concerning the activities of the Committee.

SECTION 3. TERM OF OFFICE. Each Member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

Coaches

SECTION 1. HEAD COACHES. The Board of Directors shall select one (1) Head Coach for each baseball and softball team. Individuals applying for a Head Coach position are required to

be Members unless exception is made by the Board of Directors.

SECTION 2. ASSISTANT COACHES. Head Coaches may appoint up to six (6) Assistant Coaches for each team. The appointment of Assistant Coaches does not require the approval of the Board of Directors; however, Head Coaches are not permitted to remove Assistant Coaches once appointed without the consent of the Board of Directors.

SECTION 3. COMPENSATION. Neither Head Coaches nor Assistant Coaches shall be compensated for serving as Coaches, but may be compensated for actual expenses incurred that are approved by the Board of Directors.

SECTION 4. REMOVAL. Any Head Coach or Assistant Coach accepted or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 5. BACKGROUND CHECKS. All Head and Assistant Coaches shall be subject to a criminal background check at the time in which they are approved or appointed each season, and at any time thereafter, as the Board of Directors deems appropriate. The Board of Directors shall have complete discretion to reject or remove any Head or Assistant Coach on the basis of any matter in any Head or Assistant Coach=s background coming to the Board of Director=s attention through a background check or otherwise, if in its judgment the best interests of the Corporation would be served thereby.

ARTICLE IX

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 the Treasurer or an assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

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

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the

Corporation.

ARTICLE X
Certificates of Membership

CERTIFICATES OF MEMBERSHIP. The Board of Directors may elect to provide for the issuance of certificates evidencing Membership in the Corporation which shall be in the form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President, and by the Secretary or an assistant Secretary and shall bear the Corporation's seal which may be in facsimile. The name and address of each Member shall be entered on the records of the Corporation.

If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE XI
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII
Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XIII
Registration Fees

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of registration fees payable to the Corporation by the Members of the Corporation.

SECTION 2. PAYMENT OF DUES. Registration Fees shall be payable in advance of the date to be determined annually by the Board of Directors.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any Member of any class shall be in default in the payment of Registration Fees from the end of the period for which such fees become payable, his Membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these By-Laws.

ARTICLE XIV
Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words
ACorporate Seal, Illinois.©

ARTICLE XV
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 By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time

prior to such amendment or repeal.

ARTICLE XVII
Amendments

The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors by a vote of two-thirds of all of the Members of the Board unless otherwise provided in the Articles of Incorporation. 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 Corporation not inconsistent with law or the Articles of Incorporation.

THE FOREGOING BY-LAWS ARE HEREBY APPROVED AND ADOPTED BY ALL MEMBERS OF THE BOARD OF DIRECTORS:

_____	_____
_____	_____
_____	_____
_____	_____