

BYLAWS OF THE SPRINGFIELD MENS SOCCER LEAGUE, INC.

ARTICLE 1: NAME, LOCATION, AND NATURE

The corporation is incorporated as "SMSL- NFP " and will be called "The Springfield Mens Soccer League," the "SMSL," or the "League." It is a not for profit corporation organized under the laws of the State of Illinois. The principal office and place of business of the SMSL will be Springfield, Illinois, or any other such place as may be designated by the Board of Directors ("Board") of the SMSL.

The Membership of the SMSL will be composed of persons ("Member(s)") which are committed to develop, play, or advance the sport of soccer.

ARTICLE 2: OBJECTIVES AND PURPOSES

The Objectives and Purposes of the SMSL are:

The promotion, encouragement and extension of the sport of soccer in all its aspects, to ensure that the playing of soccer is carried out in accordance with the Laws of the Game and common practice, and to acquire assets in order to carry out these stated Objectives and Purposes.

ARTICLE 3: BOARD OF DIRECTORS

The SMSL will be governed by a Board of Directors. The membership of the Board will be composed a Chairman, a Vice Chairman, a Treasurer, a Secretary, a Registrar, and up to five(5) Directors. The Chairman will be the chairman of all Meetings. In his/her absence, this function will be assumed by the Vice Chairman, or in his/her absence the Secretary. The Board will handle the day to day administration of the SMSL. The actions of the Board are subject to these Bylaws. The Board will develop a set of League Rules which will be used to govern play and other aspects of the operation of the SMSL.

ARTICLE 4: MEMBERSHIP

In order to be a Member in Good Standing with the SMSL, a Member must meet all of the following requirements:

Be current in payment of all moneys owed to the SMSL.

Conform to any directives of the Board as to standard of play, League administration, or general behavior.

Be in compliance with all disciplinary actions taken by the SMSL.

A Member not in Good Standing will, until s/he cures his/her deficiency, loses his/her right to:

Register and play on any League team.

Participate in any tournament or league matches organized under the auspices of the SMSL.

A Member may be designated to be not in Good Standing if the Member is not current in payment of moneys owed to the League. A Member may also be designated to be not in Good Standing by action of the Board or Board committee. Any member of the Board or Board committee can put forward a resolution before the Board or Board Committee to declare a Member to be not in Good Standing. The resolution will be adopted by a simple majority vote of the Board or Board committee. The finding that a Member is not in Good Standing takes effect immediately after the vote and will stand unless overridden by the Board.

ARTICLE 5: MEETINGS

General Meetings:

The Board will strive to hold a General Meeting each month- usually on the third Monday. All Members are invited to attend any General meeting. A quorum for any General or Special Meeting will be 5 members of the Board. If an elected Board member also holds the position of Registrar that person will count as only one vote and only counts as one officer for purposes of determining a quorum.

Special Meetings:

A Special Meeting of the Board may be called by the Chairman should the need arise. Special Meetings may be conducted by conference call or other electronic means provided a quorum of the Board is considered to have participated. Participation need not be simultaneous.

Voting:

Only Members of the Board of Directors are allowed to vote on League Business at a General or Special Meeting, i.e., regular Members do not have a vote. Each Board Member will have a single vote and must be in Good Standing in order to vote. Proxy votes are not permitted. All votes of the Board will be decided by a simple majority of the Board members present.

Date, Time, and Place:

The Chairman will strive to set the date, time and place of each General Meeting at the previous General Meeting subject to approval by the Board. The League will strive to send out notice and agenda of a General Meeting at least 7 days prior to that Meeting.

ARTICLE 6: OFFICERS

An individual may only hold one elected officer position at the same time within the SMSL.

The Officers of the SMSL are:

The Chairman-

The Chairman will be the Chief Executive Officer of the SMSL and will have general and active supervision over the business of the SMSL and over its several officers, subject to the approval of the Board.

Responsibilities and authority: Responsible for the long term strategic planning for the SMSL, representation of the SMSL at community events, the negotiation of contractual arrangements for the SMSL, may create Ad Hoc or Standing Committees and appoint committee members, may enter into

agreements and sign documents on behalf of the SMSL, may make "executive decisions" acting in the perceived best interests of the League in circumstances that do not allow for full consultation of the Board or Board approval.

The Vice Chairman-

The Vice Chairman will work with the Board and the members to facilitate the purposes of the SMSL. Responsibilities and authority: Assist in general League operations, assume the responsibilities of the Chairman in the absence of the Chairman at Meetings, assume the powers and responsibilities of the office of the Chairman in the event that office becomes vacant between elections, serve as the chair of disciplinary, rules, or regulations committees at the discretion of the Chairman.

The Secretary-

The Secretary will assume the responsibilities of the Chairman in the absence of the Chairman and the Vice Chairman in the absence of the Vice Chairman in order to facilitate the purposes of those offices. Responsibilities and authority: Assume the powers and responsibilities of the office of the Chairman in the event that office becomes vacant between elections and is not assumed by the Vice Chairman, keep the minutes of all meetings of the SMSL, keep the minutes of all committee meetings as needed, be custodian of all SMSL records, conduct and have charge of all relevant SMSL correspondence as approved and directed by the Board, perform all the duties incidental to the Office of Secretary, maintain any SMSL Web site(s), may recruit and authorize persons to help with tasks such as Web site maintenance or Committee record keeping.

The Treasurer-

The Treasurer will manage the fiscal aspects of League operation. Responsibilities and authority: Prepare an annual or semi annual budget for the League, provide information on the financial status of the League to the Board and Members, help collect the dues and fees owed to the SMSL by Members and other parties, make investments of SMSL funds and assets in accordance with direction from the Board, be responsible for the deposit and disbursement of funds as directed by the Board, prepare financial statements and make reports to the Board, reimburse Board members for authorized expenses incurred on behalf of the League, ensure timely payment of persons providing services to the League as required, may recruit and authorize persons to help with tasks such as payment and reimbursement.

The Registrar-

The Registrar will handle registration for each playing season. Responsibilities and authority: Work with Board members to develop and distribute a registration form, contact Members about interest, collect forms and fees, deliver fees to the Treasurer, help identify new and potential players and recruit them into the League, prepare player lists for any draft processes used by the League, may recruit and authorize persons to help with tasks such as draft preparations, draft operations, and fee collection, may make arrangements and payment schedules as needed with Members regarding payments and League dues.

The Directors-

There may be up to five (5) Directors. Responsibilities and authority: Directors will serve as liaisons to the Board for Member concerns and suggestions, help run the business of the SMSL, identify and solicit sponsors for teams and the League, provide guidance and counsel to the Board and to Members, other duties as developed and appropriate.

If not specified, officers may delegate their duties with the approval of the Chairman.

Field Marshalls-

In addition to officers the Board may appoint Field Marshalls to observe League games and activities. Responsibilities and authority: Field Marshalls may be assigned to League games to observe play, players, officiating, spectators, and other elements affecting the game. A field marshall's primary mission is to serve as the "eyes and ears" of the Board and report back to the Board on specific incidents or elements of game play or related activities. In the absence of a Board member and when warranted by circumstances, field marshalls shall have the authority to act in the best interests of the League and players as a duly appointed representative of the League.

ARTICLE 7: ELECTIONS

Officers will be elected at a General Meeting in November. Officers will take office after election, and will hold it for a period of two (2) years, except for Directors who shall hold office for one (1) year. The election of Chairman and Secretary shall be staggered by one year with the election of Vice Chairman and Treasurer. The Registrar shall be appointed to an appropriate term by the Board and is not elected. The Registrar serves at the pleasure of the Chairman.

All Members in Good Standing may vote for Officers in an election. Nominations shall be solicited by the Board for each vacant position. The Officers shall be elected by a simple majority of those Members casting ballots. The Board will make efforts to ensure all Members have an opportunity to vote in an election but need not ensure each Member has voted.

In the event that an Office becomes vacant between elections, the Chairman may appoint an individual to fill that Office until the next General Meeting. At that Meeting, the Board may elect an individual to fill the remaining portion of the two year term or may conduct a special election and allow the Membership to vote on a replacement Officer.

In the event that the office of the Chairman becoming vacant, the Vice Chairman and/or the Secretary will assume the powers and responsibilities of the Chairman as specified herein.

ARTICLE 8: REMOVAL FROM OFFICE

Any elected Officer of the SMSL may be removed from Office by motion and action of the Board. A motion to remove a person from Office may also be brought by any Member. The motion must then be submitted to the Secretary, unless the Secretary is the Officer whose removal is sought, in which case the motion must be submitted to the Chairman. Removal from office may be proposed for, but is not limited to, missing two consecutive Board meetings without justification and prior communication.

However the motion is brought, the person whose removal from Office is sought will then be informed. The motion to remove will be the first item on the agenda after the roll has been called of the next regularly scheduled General Meeting. The person whose removal is sought must be allowed, at the Meeting where the vote is to be taken, an opportunity to present his/her case. If the Chairman is the Officer whose removal is sought, the Vice Chairman will chair the Meeting until the issue is resolved. The vote to remove requires a two-thirds majority vote of the Board represented at the Meeting at which the vote is taken.

ARTICLE 9: COMMITTEES

To take care of the business of the SMSL, there will be Standing and Ad hoc Committees. The nature and responsibilities of these committees are defined in these Bylaws.

Standing Committees have a continuing existence.

Ad hoc Committees will be appointed to handle a specific project or task, of which (it) is anticipated (will) to be accomplished in a given period of time. An Ad hoc Committee is created by and its chair appointed by the Chairman, subject to the approval of the Board. The committee will exist until:

The specific project or task is accomplished and a report is made or the Board decides that the ad hoc committee is no longer needed.

If the chair of an Ad hoc Committee resigns or is removed before the Committee is disbanded, the Chairman will name his replacement. At General Meetings, the Chairman will inform the Board which Ad hoc Committees are in existence and (who) the appointed Chairmen (are) as needed.

Committees may not take any action on behalf of the SMSL or the Board unless such action is specifically permitted by these Bylaws or intended by a specific direction from the Board.

Standing Committees:

Disciplinary Committee- Disciplinary issues concerning Members and the League may be handled by the Disciplinary Committee according to the procedures outlined in the League Rules. All formal complaints will be forwarded to the Chairman of this Committee in accordance with the established Disciplinary Policy of the SMSL. The membership of the Disciplinary Committee shall consist of the SMSL Vice Chairman as Chair and the Captains of the teams in the current SMSL season. If the Vice Chairman is the subject of disciplinary action before the Committee he/she may provide testimony but shall not participate in Committee decisions. The Captain of the team of any player who is the subject of disciplinary action before the Committee may provide testimony but shall not participate in Committee decisions. Decisions of the Disciplinary Committee shall be made by a majority of the participating members for a particular case present at the meeting.

ARTICLE 10: FINANCES

Income:

The income of the SMSL will come from:

The dues paid by Members.

Any net profit after payment of all proper and relevant expenses that is due to the SMSL from any tournament, match or other function organized by the SMSL alone or in cooperation with any other group.

Any grants or donations made to the SMSL.

Any profits generated from investments made expressly for the benefit of the SMSL.

Sponsor fees.

Other sources which have been approved by the Board.

Expenses:

SMSL moneys may only be disbursed for expenses which have been authorized by the Board. All requests for expenditure of items or reimbursement for expenses authorized by the Board must be done in accordance with any financial policies, procedures, and practices approved by the Board.

Dues:

The Board will set the playing fee per season charged to Members and any other fees or charges to be paid by Members, any penalty for late payment, and the amount of any other charge such as sponsor fees.

All statements from financial and other institutions in which the SMSL holds moneys and/or other assets must be made available to the Treasurer and must be available to the Board.

ARTICLE 11: PROXY VOTES

Proxy votes will not be permitted at Meetings.

ARTICLE 12: AMENDMENTS

These Bylaws may be amended by the Board. The details of any proposed amendment will be circulated to the Board prior to the Meeting at which the vote is to be taken. To be adopted by the Board, any proposed amendment requires a two-thirds majority vote of the Board represented at the Meeting at which the vote is taken.

ARTICLE 13: DISSOLUTION OF THE SMSL

The Board may discontinue the activities of the SMSL as presently constituted. The dissolution of the SMSL requires a two-thirds majority vote of the voting authority of the Board represented at the Meeting at which the vote is taken.

Upon the dissolution of the SMSL, the net assets of the SMSL, after discharging or making provision for all liabilities, will pass intact to the following in this order of preference:

A new not-for-profit organization that replaces the SMSL.

The Springfield Internationals soccer club.

An escrow account, administered by a Trustee selected by the Board, that will allow the net assets to pass to any organization that qualifies under the Internal Revenue Code as a charitable organization for the development of amateur soccer.

ARTICLE 14: RULES OF ORDER

The SMSL will strive to follow Robert's Rules of Order Newly Revised for its Meetings unless other rules of order are approved by a majority of the Board.