

## **By-Laws**

The following sets forth the by-laws of Section 8 Chicago (the “**Independent Supporters Association**” or the “**ISA**”).

### **ARTICLE I** **Purpose**

#### **SECTION 1.1      STATEMENT OF PURPOSE**

As are now or may hereafter be set forth in the Articles of Incorporation, the ISA shall operate exclusively for educational and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, including the following:

(a) To initiate, stimulate and improve community involvement in the soccer programs and games organized by the Chicago Fire soccer team (“**Team**”) and to promote and raise awareness of athletics excellence and participation in the community;

(b) To act as a supporters’ club for local soccer teams in the Chicago area, specifically and especially Chicago’s Major League Soccer franchise, including but not limited to coordinating ticket sales with the Team, organizing banners, flags, songs and other forms of support, and organizing events for supporters at the stadium and in other locations.

(c) To promote among Chicago Fire supporters and fans knowledge of and adherence to principles of good sportmanship and the Fair Play standards adopted by the Fédération Internationale de Football Association (FIFA) which are to be recognized and respected by players and fans alike.

#### **SECTION 1.2      POWERS AND LIMITATIONS**

1. The Corporation, being organized exclusively for educational and charitable purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code. Under no circumstances shall the Corporation make any distributions that are inconsistent with its purpose statement above. Furthermore, all distributions, if any,

shall be made in full accordance with the USA PATRIOT Act of 2001, P.L. 107-56, 115 Stat. 272 (or a corresponding provision of any future federal or state law concerning antiterrorism).

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation 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 above.

3. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

## **ARTICLE II** **Membership**

There shall be no members of the Corporation, and the organization shall be governed by a self-perpetuating Board of Directors.

## **Article III** **Directors**

### **SECTION 3.1      BOARD OF DIRECTORS**

There shall be a Board of Directors for the ISA. The Board of Directors shall consist of:

1. Chairperson
2. Vice-Chairperson/Secretary
3. Director of Merchandise
4. Director of Communications
5. Director of Finances

6. Director of Operations
7. Director of Events
8. Director of Marketing

## **SECTION 3.2      NUMBER; ELECTION; TERM**

### **A.      NUMBER**

(i)      The minimum number of directors which constitute the whole Board of Directors shall be eight persons. The directors shall be elected at the annual general meeting via paper ballot or absentee ballot. Any changes in the number of directors shall require an amendment to the by-laws and approval by a majority during the annual general meeting.

(ii)     The maximum number of representatives from a single supporter group who may serve as directors in a single year shall be less than 50% of the board and shall be determined by the formula  $(N-1)/2$ , where N is the total number of directors for that year. If the result produced from this formula is not a whole number, it will be rounded down to the nearest whole number.

### **B.      QUALIFICATIONS**

Those who seek to be Directors of the Corporation must personally affirm the Corporation's statement of purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

### **C.      ELECTION**

(i)      Only registered supporters can be elected to the Board of Directors. To be included on the ballot as a candidate for a board position, a person must declare their candidacy a minimum of thirty (30) days prior to the annual general meeting either in person at a board of directors meeting or by notifying the Vice-Chairperson in writing.

(ii)     Directors must be at least 21 years old as of the date of the Annual General Meeting ("AGM").

**D. TERM**

(i) The term of office for a director begins on the date of the AGM and continues through the following year's AGM.

(ii) Each director elected shall hold office until their successor is duly elected and qualified.

(iii) There are no term limits for directors.

**E. REMOVAL**

(i) Directors may be removed with or without cause.

(ii) Removal of a director shall not be effective unless it is approved by a vote of two-thirds (2/3) of the Board of Directors present in person.

(iii) Written notice of the meeting where the vote to remove the director will be held must be delivered to the public and specify the meeting's purpose.

**F. RESIGNATION**

(i) A director may resign at any time by delivering written notice to the board. Resignation shall be effective when notice is delivered unless a future date is specified. The vacancy may be filled before the effective date, but the succeeding director shall not take office until the effective date.

**SECTION 3.3 VACANCIES**

The Chairperson will recommend a replacement for any vacancies on the Board of Directors. The recommendation must be approved by a majority vote of the remaining Board of Directors (including the Chairperson). The director voted to fill a vacancy will then serve out the term of his predecessor.

**SECTION 3.4 DUTIES OF DIRECTORS**

The Board of Directors shall be responsible for the general business policies and decisions of the ISA and may exercise all powers of the ISA and do all such lawful acts and things that are not by statute, the Articles of Incorporation or these By-Laws provided otherwise.

**A. AUTHORITY TO ACT**

(i) The Chair, Vice Chair, and Finance Director shall be the only board directors who have authority to legally bind the ISA, including but not limited to these situations: entering into contracts; using ISA funds; and acting as an agent or legal representative of ISA.

**SECTION 3.5 DESCRIPTION OF DIRECTORS' ROLES**

Each director shall have, but are not limited to, the roles hereinafter defined:

**A. CHAIRPERSON**

Coordinates all ISA activities, presides over all board meetings, provides general guidance, secondary signer of financial disbursements (in addition to the Director of Finance), primary contact with external organizations (e.g. Fire, City Council, etc.)

**B. VICE-CHAIRPERSON/SECRETARY**

Assists Chairperson in coordinating all ISA activities, fills in for chair when needed (board or external meetings), coordinates communication between board directors (distributes agenda, sets meeting times, etc.), may sign in place of Chair on disbursements, responsible for minutes of meetings, keeps record of all votes.

**C. DIRECTOR OF FUNDRAISING**

Creates, develops, and maintains ways to generate donations to help the ISA carry out its stated purpose. This includes but is not limited to the oversight of tailgates, coordination of design and production of merchandise, and creating contacts within the Chicago soccer community for auction or raffle items. This position also includes seeking out other non-profits within the Chicago soccer community to partner with for fundraising campaigns.

**D. DIRECTOR OF COMMUNICATIONS**

Maintains supporter registration and email database; responsible for production of newsletter, communication with supporter's groups and independent supporters, providing press releases and any other public relations; supervises assistant director

and webmaster; coordinates with the Front Office to arrange proper game-day credentials for media working on behalf of ISA – writers and photographers, and responsible for the ISA’s social media accounts.

**E. DIRECTOR OF FINANCE**

Responsible for recommending financial policies and procedures which furthers the ISA's purpose; responsible for providing recommendations that promote and maintain the fiscal stability of the ISA; coordinates with other directors in support of their activities and developing their annual budgets; responsible for tracking/recording all cash receipts and disbursements as well as other financial records; responsible for annually developing overall budget by the second Monday of January; responsible for providing oversight on charitable fundraising activities; provides monthly income/expense reports to Board of Directors by the fifteenth (15<sup>th</sup>) day of the following month; provides to the public a quarterly accounts balance sheet by the fifteenth (15<sup>th</sup>) day of April, July, and October.

**F. DIRECTOR OF OPERATIONS**

The Director of Operations is primarily tasked with game-day operations both in and out of the stadium. These duties include but are not limited to match set-up crew and coordinating with various groups on game-day needs for all Fire games. Aside from game-day duties, the Director of Operations is also obligated to meet with the Fire front office at various points (typically monthly, minimally quarterly) to review any issues or complaints related to game-day operations.

**G. DIRECTOR OF EVENTS**

Coordinates/oversees all external activities, including but not limited to, travel and ticketing for away games, volunteers, and other social activities. The Director of Events is also required to liaise with opposition teams' Front Office representatives, opposition supporters' groups representatives, League officials, as well as local law enforcement (at home or away) as deemed necessary on a game by game basis.

**H. DIRECTOR OF MARKETING**

Develops a comprehensive annual plan to effectively market to existing and new supporters of the Chicago Fire Soccer Club. The primary objective of the plan will be to assist the ISA in reaching its annual goals for support and growth of the fanbase. Such

plan and associated elements shall include, but not be limited to, digital media, print media and effective methods to reach out to existing and potential supporters.

## **I. COMPENSATION**

Directors shall not receive compensation for their services as Directors. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

## **ARTICLE IV MEETINGS, VOTING, & ADMINISTRATION**

### **SECTION 4.1 ANNUAL GENERAL MEETING**

The Annual General Meeting (**AGM**) shall be held before the end of January each year. The Board of Directors shall be elected at the AGM. Any changes to the by-laws must be ratified by a majority vote at the AGM or a special meeting.

### **SECTION 4.2 AFFILIATE DEFINITION**

- (i) Any self-identifying Chicago Fire fan is an affiliate of the ISA.
- (ii) Affiliates are entitled to vote only issues called at the AGM or a special meeting.

### **SECTION 4.3 VOTING**

#### **A. IN-PERSON VOTING**

- (i) When voting, affiliates may cast one vote either in person or by absentee ballot. Each affiliate shall be allowed only one vote per issue.
- (ii) Affiliation and voting rights may be revoked or terminated at any time.
- (iii) There is no age requirement for affiliate for voting. Affiliates under 18 years of age who are able to vote on their own are allowed to do so.

#### **B. ABSENTEE VOTING**

(i) Any registered supporter can vote at the AGM through an absentee ballot. Registered supporters must request an absentee ballot from the Vice-Chairperson. Absentee ballots must be returned to the Vice-Chairperson. If the Vice-Chairperson is running for a contested position, or otherwise poses a potential conflict of interest, the ISA Board shall appoint a designee to administer absentee voting. Absentee ballots will be tallied at the annual general meeting.

(ii) Affiliates who wish to vote via absentee ballot must request an absentee ballot at least ten (10) days before the AGM.

(iii) Absentee ballots must be mailed to the ISA mailbox and received by 5:00 p.m. on the last business day before the AGM.

(iv) Proxy voting is not allowed.

#### **SECTION 4.4 REGISTERED SUPPORTER**

A Registered Supporter is defined as follows:

(i) A Chicago Fire Soccer Club season ticket holder, and

(ii) A person who registers with the Independent Supporter's Association as a supporter of the Chicago Fire Soccer Club.

The Board of Directors shall establish the policies and procedures for registering supporters and review them annually. The policies and procedures for registering supporters must be established a minimum of sixty (60) days prior to the annual general meeting.

#### **SECTION 4.5 BOARD OF DIRECTOR MEETINGS ("BOARD MEETING(S)")**

Subsequent to being elected at the annual meeting, the Board of Directors will be required to meet, at a minimum, once a month. Non-directors are welcome to attend the Board Meetings, but only the Board of Directors shall have the right to make decisions.

The board of directors shall hold a minimum of one public meeting each month. The board may call additional special meetings as needed.

Notice shall be delivered to affiliates at least five (5) days in advance of a meeting.

#### **SECTION 4.6 QUORUM**

Quorum is not necessary at the annual meeting. All attendees have a right to vote for directors as well as any issue up for vote.

At all Board Meetings, a majority of the directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors shall be the act of the Board of Directors. If a quorum shall not be present at any Board Meeting, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the Board Meeting, until a quorum shall be present.

There shall be no voting by proxy by any directors at Board Meetings.

#### **SECTION 4.7 PROPOSALS, NOTIFICATION AND REQUIREMENTS**

Any affiliate may propose amendments to the By-Laws at a Board Meeting a minimum of sixty (60) days prior to the Annual General Meeting or a special meeting. The Board of Directors shall then adopt a resolution that lists the proposed amendments and directs them to be submitted to an affiliate vote at a meeting that may be either the AGM or a special meeting. All proposed amendments shall be posted on the ISA's website a minimum of thirty (30) days prior to voting. Provisions for absentee voting shall be the same as the election of the Board of Directors. In order to be adopted, any amendment must be approved by two-thirds (2/3) of votes cast.

#### **SECTION 4.8 RECORDS**

(i) The ISA shall keep complete books and records of accounts and minutes of board directors, and committee meetings.

(ii) Voting affiliates and directors shall have the right to inspect the books and records and minutes at a reasonable time and only for a proper purpose.

## **SECTION 4.9 SEVERABILITY**

Should any section or part of these By-Laws be declared unconstitutional, null or void by a court of competent jurisdiction, such declaration shall not have any effect on the validity of the remaining sections or parts of these By-Laws.

## **ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **SECTION 5.1 INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

## **ARTICLE VI MISCELLANEOUS**

### **SECTION 6.1 WAIVER OF NOTICE OF MEETINGS**

Whenever any notice is required to be given to any Director or committee member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act of 1986, 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.

## **SECTION 6.2 SEVERABILITY**

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

## **SECTION 6.3 FORUM FOR DISPUTE RESOLUTION**

Being an organization committed to doing charitable work, it is the policy of the Board of Directors to seek amicable resolution of disputes that arise within the legal context of the Corporation, its Directors, officers, employees, and agents. It is in the best interest of the Corporation that disputes be resolved in a manner that will avoid civil litigation. Attached to these Bylaws as Addendum A is the Dispute Resolution Policy, which shall be the policy of the Corporation. Provided, however, that with respect to breaches of confidentiality, the Corporation may at its option protect its interests through injunctive and other judicial relief available through litigation.

## **SECTION 6.4 DIRECTOR CONFLICT OF INTEREST**

Directors should scrupulously avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an officer, Director, or general partner. Therefore, the policy of the Corporation concerning conflict of interest and matter involved with compensation of employees has been set forth and attached hereto as Addendum B to these bylaws.

## **SECTION 6.5 SEAL**

The Corporation shall not maintain a corporate seal.

## **SECTION 6.6 BOOKS AND RECORDS**

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a Director, or his agent or attorney at any reasonable time.

## **SECTION 6.7            CONFIDENTIALITY**

As part of their fiduciary duties owed to the Corporation, all Directors, officers, committee members, and other agents of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including donor and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Each Director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum A, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

## **ARTICLE VII OCTOBER 8TH COMMITTEE**

### **SECTION 7.1            STATEMENT OF PURPOSE**

Chicago has a rich, vibrant, and diverse history in soccer dating back to the early 20<sup>th</sup> Century. The October 8<sup>th</sup> Committee will preserve and celebrate the history of the Chicago soccer community with a focus on the Chicago Fire Soccer Club and its supporters. While celebrating the past, the Committee will also look towards the future to grow the community. For every fifth anniversary of the Chicago Fire Soccer Club, the October 8<sup>th</sup> Committee will be tasked with holding a celebratory event.

### **SECTION 7.2            MEMBERS**

(i)        The October 8<sup>th</sup> Committee will be made up of 3 members who serve 5-year terms and are selected through a majority vote by the current ISA Board of Directors.

(ii) Nomination Members will nominate themselves in writing to the Chairperson of the ISA Board of Directors 30 days before the March board meeting. The first term starting March 2018 and commencing February 2023.

(iii) After voted into the Committee, the members will decide among themselves the roles of Chair, Director of Finance, and Director of Planning

(iv) Description of Roles

Chair of Committee – Will provide general guidance, serve as primary contact with the ISA Board of Directors and external organizations

Director of Finance – Will oversee the finances of the October 8<sup>th</sup> Committee providing financial policy strategy, advice the Director of Finances of the ISA on how-to October 8<sup>th</sup> Committee funds, and provide updates on financial planning to the ISA board bi-annually

Director of Planning – Will provide general support for the Committee and organize fundraising events

### **SECTION 7.3 FINANCES**

(i) In order to facilitate the successful running of each celebratory event, the October 8<sup>th</sup> Committee will be responsible for the raising of funds in the years subsequent to each major Anniversary.

(ii) As a way to ensure that the October 8<sup>th</sup> Committee is not reliant on the ISA funds and in turn that the ISA is not able to utilize October 8<sup>th</sup> Committee funds at their own discretion, the October 8<sup>th</sup> Committee shall have their finances in a separate fund. The October 8<sup>th</sup> Committee will have sole control over the utilization of the monies fundraised for the Anniversary events.