

AMENDED AND RESTATED BYLAWS
OF
MOLINE BOOSTERS CLUB, INCORPORATED
(As Adopted June [15], 2011)

ARTICLE I

PURPOSE AND OFFICES

The purpose of Moline Boosters Club, Incorporated, an Illinois not for profit corporation (the "Corporation"), shall be to support, encourage and promote the athletic programs in grades seven through twelve at Moline School District Forty (40), Moline, Illinois (the "District"), for the benefit of the students, the schools and the community; to promote good sportsmanship on the part of the participants and spectators; and to encourage integration of the athletic programs of the junior high schools in the District with the athletic programs at Moline High School.

The Corporation shall not interfere with the athletic program, coaching methods of the athletic department or the athletic director and his or her staff.

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 such State, as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

SECTION 1: CLASSES OF MEMBERS.

The Corporation shall have two classes of members (collectively, the "Members"). The designation and qualifications of the Members of each such class shall be as follows:

Individual Member: Any individual who pays the membership dues for the current fiscal year shall be an Individual Member.

Business Member: Any corporation, partnership or other organization or legal entity that pays membership dues for the current fiscal year shall be a Business Member.

SECTION 2: VOTING RIGHTS.

Each Individual Member shall be entitled to one vote on each matter submitted to a vote of the Members. Business Members shall have no voting rights.

SECTION 3: TERMINATION OF MEMBERSHIP.

Any Member who has not paid the appropriate membership dues for any fiscal year by December 31 of such year shall automatically and without notice cease to be a Member.

SECTION 4: RESIGNATION.

Any Member may resign at any time by filing a written resignation with the Secretary of the Corporation.

SECTION 5: TRANSFER OF MEMBERSHIP.

Membership in this Corporation is not transferable or assignable, and any attempted transfer or assignment shall be null and void.

Section 6: NO MEMBERSHIP CERTIFICATES.

No membership certificates of the Corporation shall be required, but Members may be issued appropriate membership cards.

ARTICLES III

MEETINGS OF MEMBERS

SECTION 1: ANNUAL MEETING.

An annual meeting of the Members shall be held in the month of April each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2: SPECIAL MEETING.

Special meetings of the Members may be called at any time by the President, the Board of Directors or not less than twenty-five of the Members having voting rights.

SECTION 3: PLACE OF MEETING.

The Board of Directors may designate any place within or without the State of Illinois as 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 is otherwise called, the place of meeting shall be Moline High School.

SECTION 4: NOTICE OF MEETINGS.

Written notice stating the place, date and hour of any meeting of members shall be delivered to each Member entitled to vote at such meeting 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 bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon paid.

SECTION 5: QUORUM.

The Members holding fifteen 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: NO 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 must do so in person and no proxies shall be allowed.

SECTION 7: REQUIRED VOTE.

Except as otherwise required by law or by the certificate of incorporation of the Corporation or as otherwise set forth in these bylaws, each other matter shall be determined by a vote of a majority of the Members present in person.

SECTION 8: ACTION WITHOUT A MEETING.

Unless otherwise provided in the certificate of incorporation of the Corporation, any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote if all the Members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to the taking of such corporate action.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS.

The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2: NUMBER, TENURE, QUALIFICATION, NOMINATION AND ELECTION.

The number of directors may be increased or decreased (from time to time) by resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director. Directors shall be elected by the voting Members as set forth below, provided however, that no director may hold office until he or she is first approved by the Moline High School Athletic Director. The immediate past President of the Corporation, the Principal of Moline High School and the Athletic Director of Moline High School shall be ex-officio directors. Elected directors must be Members of the Corporation. The number of elected directors may be decreased to not fewer than three, unless the articles of incorporation of the Corporation (the "Articles of Incorporation") provide that a change in the number of directors shall be made only by amendment of the Articles of Incorporation.

Directors shall be elected to two-year terms at the annual meeting of Members. Terms of office shall begin on July 1. All directors shall hold office for the term for which they were elected and until their successors are elected and qualified. There shall be no limit on the number of terms an elected director may serve on the Board of Directors.

At least thirty days before each annual meeting of Members at which directors are to be elected, the President, with the approval of the Board of Directors, shall appoint a nominating committee of at least three Members. The nominating committee shall nominate a qualified person for each of the director positions to be filled that year. The chairperson of the nominating committee shall present the nominations to the annual meeting after obtaining approval of the nominees from the Moline High School Athletic Director. Additional nominations may be made from the floor by any voting Member. The voting Members shall cast their ballots for the nominated directors. The persons receiving at least fifty percent approval of the voting Members present at the meeting shall be elected to the Board of Directors.

SECTION 3: REGULAR MEETINGS.

A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other 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 of Directors 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 meetings of the Board of Directors shall be given at least two days previously thereof by notice to each director. 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 be given by electronic mail, such notice shall be deemed to be delivered when the notice is sent to a valid e-mail address. 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 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 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 such meeting, unless specifically required by law or by these bylaws.

SECTION 6: QUORUM.

The presence of at least ten members 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 ten 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 acting 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 bylaws, 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 any increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws 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/her predecessor in office.

SECTION 9: REMOVAL.

Any Board member 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(s) so removed.

SECTION 10: COMPENSATION.

Directors shall not receive any stated salaries for their service.

SECTION 11: ACTIONS BY WRITTEN CONSENT.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of proceedings of the Board.

ARTICLE V

OFFICERS

SECTION 1: OFFICERS.

The officers of the Corporation shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected by the Board of Directors from time to time. 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 2: ELECTION AND TERM OF OFFICE.

The officers of the Corporation shall 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 practical. 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/her successor has been duly elected and shall have qualified or until his/her death or until s/he shall resign or shall have been removed in the manner hereinafter provided. Terms of office shall begin on July 1. The election of an officer shall not in itself create contract rights.

SECTION 3: REMOVALS.

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.

The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, s/he shall be in charge of the business and affairs of the Corporation; s/he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors or otherwise; and, in general, s/he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. S/he shall preside at all meetings of the Members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, s/he may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and s/he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. S/he may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

SECTION 5: VICE PRESIDENT.

The Vice President (or in the event there is more than one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or by these bylaws, the Vice President (or any of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and s/he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6: TREASURER.

The Treasurer shall be the principal accounting and financial officer of the Corporation. She/he shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The cost of such bond, if any, shall be paid for by the Corporation.

SECTION 7: SECRETARY.

The Secretary shall record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office and e-mail address of each Member which shall be furnished to the Secretary by such Member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

SECTION 8: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurer(s) shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bond(s), if any, shall be paid for by the Corporation.

SECTION 9: RECOMMENDATION OF OFFICERS.

The nominating committee set forth in ARTICLE IV shall recommend to the Board at its annual meeting a slate of officers.

ARTICLE VI

COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE.

The President, Vice President(s), Secretary, Treasurer and Moline High School Athletic Director shall constitute an executive committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting any action taken to the Board of Directors at its succeeding meeting. Three members of the Executive Committee shall constitute a quorum for the transaction of business. A meeting of the executive committee may be called by the President or by any two members thereof.

SECTION 2: OTHER COMMITTEES OF DIRECTORS.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, 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 thereof of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

SECTION 3: OTHER COMMITTEES.

Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served thereby.

SECTION 4: TERM OF OFFICE.

Each member of a committee shall continue as such until the next annual meeting of the Members of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5: CHAIRPERSON.

One member of each committee shall be appointed chairperson by the President.

SECTION 6: 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 7: 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 8: RULES.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

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 bylaws, 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: CHECK, 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, agents 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 require signature by the Treasurer or an Assistant Treasurer and must be 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 depositaries 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 device for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

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 its 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 by his/her agent or attorney) for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE X

DUES

SECTION 1: ANNUAL DUES.

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Corporation by Members of each class.

SECTION 2: PAYMENT OF DUES.

Dues shall be payable no later than December 31 in each year. Dues of a new Member shall be payable immediately.

ARTICLE XI

SEAL

The Corporation shall have no seal.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Act of the State of Illinois or under the provisions of the Articles of Incorporation 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.

ARTICLE XIII

AMENDMENTS

The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These bylaws amend and restate and replace in their entirety those bylaws of the Corporation originally adopted as of June 23, 2004.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

In the absence of any contrary provision in these bylaws, the Articles of Incorporation, or any contrary resolutions of the Board, Roberts Rules of Order, Latest Edition, shall be applicable to govern the conduct of meetings and other issues of parliamentary authority.