

BYLAWS

of

CHICAGO TENNIS UMPIRES COUNCIL, INC. (CTUC)

ARTICLE I

Purpose

Section 1. General purpose. The general purpose of CTUC is to act as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or such other provisions of state or federal law as may from time to time be applicable. CTUC is not organized for the pecuniary benefit of its directors, officers, or members, nor may it issue stock or declare or distribute dividends, and no part of its net income shall inure, directly or indirectly, to the benefit of any director, officer, or member, and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the purposes of CTUC.

Section 2. Specific purposes. The specific purposes of CTUC are: to promote the common interests of persons who serve as officials at tennis matches or tournaments; to maintain its members' high standards of competence and service; to sanction and conduct educational programs; to foster and provide opportunities for its members to serve as officials by acting as their liaison with directors, organizers, and promoters of tennis matches or tournaments; and to collect and remit to its members such fees for services at tennis matches or tournaments as may be payable to them.

ARTICLE II

Location

The principal executive office of CTUC in the State of Illinois shall be located at the residence of the president. CTUC may have such other offices, either within or without the State of Illinois, as the board of directors from time to time determines or the business of CTUC requires.

ARTICLE III

Members

Section 1. Qualifications. Membership of CTUC shall be open to any individual who is in favor of the objectives and purposes of CTUC and is deemed qualified for membership according to the qualifications established by the board of directors and has met all conditions for membership.

Section 2. Term of membership. Membership in CTUC shall terminate at the end of the term established by the board of directors and, except for nonpayment of dues or fees fixed by the board of directors, it may not otherwise be terminated or suspended unless the member is given not less than fourteen days' written notice and reasons for the proposed termination and is given

an opportunity to respond orally or in writing to the board of directors. Membership that is terminated or suspended may be reinstated by action of the board of directors.

Section 3. Meeting of Members. There shall be a meeting of the members of CTUC held on the day of the regular meeting of the board of directors in each year, at such time and place as the president may determine. The board of directors may provide, by resolution, for the holding of any additional meeting of the members of CTUC. There shall be given at least fourteen days' prior notice of the date, time, and place of any meeting of the members of CTUC, in writing, delivered personally or mailed or e-mailed to the address of record of each member in good standing on the roll of CTUC as of the date that the notice is sent.

ARTICLE IV Directors

Section 1. Powers. The business and affairs of CTUC shall be managed by or under the direction of a board of directors.

Section 2. Number. The authorized number of directors shall be not less than five and not greater than ten, as determined by the board of directors.

Section 3. Election and Term. Each director shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting of the board of directors, except that no director shall vote for his own election. Each director shall hold office for a term of three years or until his successor has been elected and qualified, whichever is later, or until his death or resignation or removal. Directors shall be so elected that approximately one-third are elected each year. A director may be removed, with or without cause, by affirmative vote of a majority of the directors present at a duly held meeting of the board of directors.

Section 4. Vacancy. Any vacancy in the board of directors or any directorship opened because of an increase in the authorized number of directors may be filled by election at a regular meeting or at a special meeting of directors called for the purpose of election. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Regular Meetings. Regular meetings of the board of directors shall be held no earlier than 7:00 p.m. on at least one day of each quarter of the year, at such time and place within the Chicago and Northern District of the United States Tennis Association as the president may determine, provided that the regular meeting shall not be held on a holiday.

Section 6. Manner of Convening Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or of any three directors.

Section 7. Place of Special Meetings. The person or persons authorized to convene special meetings of the board of directors may fix any place within the Chicago and Northern District of the United States Tennis Association as the place for holding any special meeting of the board of directors.

Section 8. Notice of Directors' Meetings. In the case of any meeting of the board of directors, there shall be given at least ten days' prior notice of the time and place of the meeting, in writing, delivered personally or mailed or emailed to the address of record of each director. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of that meeting unless the director attends that meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the purpose of nor the business to be transacted at any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 9. Proxies. Any director entitled to vote at any meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the director executing it. A proxy shall identify the meeting of the board of directors at which it is valid, and it shall be invalid after the adjournment of the identified meeting.

Section 10. Quorum of Directors. The presence in person or by proxy of one-half of the number of directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the board of directors.

Section 11. Informal Action by Directors. Any action that may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject matter thereof. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

Section 12. Dissent. A director who is present at a meeting of the board of directors at which action on any corporate matter is taken is conclusively presumed to have assented to the action taken unless his dissent is entered into the minutes of the meeting or unless he files his written dissent with the person acting as the secretary of the meeting before the adjournment thereof or sends such dissent by registered mail to the secretary of CTUC immediately after the adjournment of the meeting. This right to dissent to an action taken by the board of directors is forfeited by any director who votes in favor of the action.

Section 13. Compensation. No compensation shall be paid to any member of the board of directors for services to CTUC as director. By the affirmative vote of a majority of directors, the board of directors may authorize reimbursement of a director for expenses incurred on behalf of CTUC.

ARTICLE V Officers

Section 1. Number. The officers of CTUC shall be a president, a vice-president, a secretary, and a treasurer, and any other officers whose titles and duties may be determined by the board of directors. Any two or more offices may be held by one person. The offices of president and of vice-president shall be held only by directors of CTUC.

Section 2. Election. An officer of CTUC shall be chosen by the board of directors. Each officer shall hold office until his death, resignation, or removal. A vacancy in any office shall be filled by the board of directors at a regular or a special meeting.

Section 3. Resignation and Removal. An officer may resign at any time on written notice to CTUC. An officer may be removed at any time, with or without cause, by majority vote of the directors, provided that he shall be ineligible to vote on the question of his removal and that his removal shall be without prejudice to his contract rights, if any.

Section 4. President. The president shall be the chief executive officer of CTUC, and, subject to the direction and control of the board of directors, shall manage the business of CTUC and shall see that all orders and resolutions of the board of directors are carried out. He shall preside at all meetings of the directors and shall have such other powers and duties as may from time to time be prescribed by the board of directors or these Bylaws.

Section 5. Vice-president. During the absence or disability of the president, the vice-president, or, if there are two or more vice-presidents, the executive vice-president, shall have all powers and functions of the president. Any vice-president shall perform such other duties as may from time to time be prescribed by the board of directors or these Bylaws.

Section 6. Secretary. The secretary shall keep or cause to be kept, at the principal executive office of CTUC, the minutes of all meetings of the board of directors. The secretary shall see that all notices of meetings are given in accordance with the provisions of these Bylaws or as required by law. The secretary shall keep or cause to be kept, at the principal executive office of CTUC, the original or a copy of these Bylaws and any amendments thereto, the resolutions of the directors, and other documents of CTUC, and shall certify that all such documents of CTUC are true and correct copies. The secretary shall perform such other duties as may from time to time be prescribed by the board of directors or these Bylaws.

Section 7. Treasurer. The treasurer shall have charge of the corporate funds and securities, shall keep or cause to be kept complete and accurate account books of corporate receipts and payments, shall deposit all money and other valuables in the name of CTUC in such banks, trust companies, or other depositories as are designated by the board of directors, shall prepare and present financial reports to the regular meetings of the board of directors, and shall perform such other duties as may from time to time be prescribed by the board of directors or these Bylaws.

Section 8. Sureties and Bonds. If required by the board of directors, any officer of CTUC shall give to CTUC a bond for the faithful performance of his duties in such sum and with such surety or sureties as the board of directors requires.

Section 9. Compensation. The salaries of the officers, if any, shall be fixed from time to time by the board of directors. No officer shall be prevented from receiving his salary because he is also a director of CTUC.

ARTICLE VI

Executive Committee

Unless otherwise provided by majority vote of the board of directors, CTUC shall have a standing Executive Committee composed of the officers identified in Article V of these bylaws. The Executive Committee shall be vested with the powers possessed by the board of directors to the extent necessary to conduct the business of CTUC between meetings of the board of directors. The duties of the Executive Committee shall include setting the agenda for the board of directors and overseeing the operations and budget of CTUC. The Executive Committee shall meet upon the call of the president as its action may be needed. All members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII Finances

Section 1. Books and Financial Records. The board of directors shall provide for the keeping of accurate books and records of the receipts, expenditures, investments, properties, and all other assets of CTUC to the end that all property received by CTUC is devoted exclusively to the purposes set forth in the articles of incorporation of CTUC and Article I of these Bylaws.

Section 2. Fiscal Year. The fiscal year of CTUC shall begin on January 1 and end on December 31.

ARTICLE VIII Indemnification

To the full extent permitted by the Illinois Not-For-Profit Corporation Act, as amended from time to time, or by other provisions of law, each 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, wherever and by whomsoever brought, including any such proceeding by or in the right of CTUC, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of CTUC, shall be indemnified by CTUC by an affirmative vote of a majority of the directors present at a duly held meeting of the board, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action. The indemnification shall inure to the benefit of the heirs, executors, or administrators of such person.

ARTICLE IX Waiver of Notice

Any notice required to be given under these Bylaws, the Articles of Incorporation, or the Illinois Not-For-Profit Corporation Act may be waived by the person entitled to the notice. A waiver in writing signed by that person, before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

ARTICLE X

Amendment of Bylaws

These Bylaws may be adopted, altered, amended, or repealed at any meeting of the board of directors by a majority vote of the directors present at the meeting.

CERTIFICATE

It is hereby certified that the foregoing is a true and correct copy of the Bylaws of Chicago Tennis Umpires Council, Inc., and that the Bylaws were duly adopted by the board of directors of Chicago Tennis Umpires Council, Inc., on March 19, 2008.

Secretary.