

**BY-LAWS OF
HUNTINGTON SWIM AND TENNIS CLUB
NAPERVILLE, ILLINOIS
April 2019**

ARTICLE I

Organization

Section 1. Incorporation and Offices. The Huntington Swim and Tennis Club (the "Club") is incorporated under the "General Not-for-Profit Corporation Act" of the State of Illinois and 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.

Section 2. Purpose. The purposes for which this Club is organized are: to acquire, organize, provide, construct, develop, lease, own, operate and maintain a swimming pool, tennis courts, and pertinent recreation facilities for its members and their guests; to acquire, buy, own, sell, lease, mortgage, or otherwise manage real property suitable for carrying out the above stated purposes; to provide and supply any or all appurtenances which may be necessary, helpful, useful or convenient for the carrying on of the said pool or swimming and tennis activities, in a manner consistent with the high standards of the surrounding area.

This organization is not organized for the pecuniary profit of its officers, directors or members, no part of its net income shall inure to the profit of any director, officer or member; any balance of money or assets remaining after full payment of corporate obligations of any kind, shall be devoted solely to the educational, benevolent, or recreational proposes of the corporation.

ARTICLE II

Members

Section 1. Classes of Members. The Club shall have three classes of members. The designation of such class and the qualification of the members of such class shall be as follows:

Equity. Members who have acquired a Certificate of Membership either through the Club or from a previous member and who have paid all annual dues as defined in Article III, Section 2, including special assessments, as determined by the Board of Directors.

Annual. Members in good standing who have no equity right who have paid annual operating dues as determined by the Board of Directors. Annual memberships shall not be renewable as of right, any renewal being subject to the approval of the Board of Directors.

Maintenance: Maintenance member are equity bond holders who have decided to not be an

active member of the pool during a season, however elected to maintain their bond in good standing. A maintenance member in good standing will maintain voting rights similar to an equity member.

Section 2. Privileges. Use of the pool, tennis courts and other physical facilities of the Club shall be limited to members and their guests, subject to the rules and regulations established. An Equity member in good standing shall be entitled to the use of the pool, tennis courts, and all other physical facilities of the Club. An Annual member in good standing shall be entitled to the use of the pool, tennis courts, and all other physical facilities of the Club, subject to whatever restrictions as may be further defined herein by the Board of Directors.

Section 3. Voting Rights. Each Equity and Maintenance members in good standing shall be entitled to one vote on each matter submitted to a vote of the membership. Annual members shall have no voting privileges.

Section 4. New Members. Memberships may be purchased from the Club or from an Equity member and shall not be transferable, except as provided in Section 9.1, below. There shall be an initiation fee as otherwise established by the Board of Directors for Equity memberships: Every person desiring to become a member must make an application in writing to the Club on a form approved by the Board of Directors.

A member in good standing, wishing to sell or otherwise transfer his/her bond may either secure its own purchaser or be placed on the Club's waiting list. A waiting list for membership to the Club shall be maintained by the Chairman of the Membership Committee and all active members will have access to this waiting list. Such list shall be available for inspection by any member or any canceling member who, at the time such inspection is requested, has not received payment of the redemption value of this membership. Candidates for membership must be personally known and recommended by a current member in good standing. When a vacancy occurs, consideration for membership will be based on the chronological order in which the request for membership was received.

Section 5.0 Membership Certificates. Certificates of membership shall be contained in a book and be issued therefrom, under the corporate seal of the Club, in consecutive order, and shall be numbered, registered and signed by the President and Secretary in the order in which they are issued. All certificates returned to the Club shall be canceled by the Secretary and such canceled certificates replaced in their original place in said book.

Section 5.1. Membership and Redemption Value. The Equity Membership Fee and Redemption Value of an equity certificate shall be one and the same. That value shall be \$1,000.00, unless the Board of Directors at its sole discretion establishes a lower value in an effort to attract new members or sell vacant memberships. In no event shall the value of an equity certificate be lower than \$500.00.

Section 5.2. Transfer Fee. The equity membership transfer fee shall be \$75.00. The transfer fee must be paid prior to transfer of membership certificate and shall be paid to the Club and delivered to the Membership Secretary. All transfer fees must be paid in full for a member to be considered in good standing.

Section 6. Issuance of Annual Memberships. The Club fiscal year shall begin January 1st and end December 31st of each year. On or after March 15 of each year, the Board of Directors shall determine whether a sufficient number of Equity memberships have been maintained to defray the estimated operating costs of the club for the current year. If it is determined that an insufficient number of such memberships have been maintained, the Board of Directors shall issue the number of Annual memberships that are estimated to be necessary to defray operating costs for the current year. Annual memberships may be issued by the board of Directors at any time and upon such terms as the Board of Directors shall determine.

Section 7. Numbers of Members. When the combined total of active Equity and Annual members in any calendar year totals 300, no further Annual memberships shall be issued in such calendar year, provided, however, that such limitation shall not affect the issuances of Equity memberships.

Section 8. Definition of Membership. The immediate family and other permanent residents, living at the residence of the member (the "Member"), shall enjoy the privileges of the Club, subject to the By-Laws, and the rules and regulations as prescribed by the Board of Directors, only if such residents are registered, in writing, with the Club Secretary.

Section 9. Termination of Membership. Any person who, for any cause ceases to be a Member, shall forfeit all rights, title and interest in the Club and its property, except as otherwise may be provided in these by-laws.

Section 9.1 Resignation. Any Equity member who is not indebted to the Club may, at any time, resign his/her membership by either seeking out his/her own purchaser for the bond or by turning in to the Secretary of the Club his/her certificate of membership for cancellation, and forfeiting all his/her rights thereunder. Upon receipt of such certificate, the Board of Directors shall cancel such membership. Such member shall, thereupon, be entitled to the Redemption Value of such certificates; provided, however, that the Club shall not be obligated to pay such redemption value unless and until a new Equity membership is issued in replacement thereof and the initiation fee for such newly issued membership is received by the Membership Secretary and payment of redemption value to such members shall be in the order of cancellation; except that when an application for membership is the purchase of the residence of the canceling member, the proceeds from such applicant's initiation fee upon his/her acceptance to membership shall be used to the extent necessary to pay such canceling member the redemption value of his/her membership certificate. The Board of Directors shall

have the power, whenever it determines the financial situation of the Club permits, to pay the redemption value to canceling members in advance of the time otherwise provided for in this section, but any such payment shall be in the same sequence of priority as provided for herein. Payment to any resigning member shall be less a handling charge as set by the Board of Directors and announced annually.

Section 9.2 Refund of Dues. There shall be no refund of current year's (in full or pro-rated) dues upon resignation of any member.

Section 9.3 Death. Upon the death of any Equity member in good standing, the certificate of membership shall be charged with all regularly accruing dues until such certificate is canceled or is renewed by the surviving spouse. Upon written notice of cancellation, the member's estate shall be paid the redemption value, if any, of the membership, subject to the provisions of Article III, Section 9.

Section 9.4 Transfer of Membership, Equity membership in this Club may be sold either through the efforts of the individual Equity member (and with the Board of Directors' approval), or through the auspices of the Club, and cannot be transferred in any other manner. When transferred through the auspices of the Club, membership will be transferred through sale, by offering first to the purchaser of the household (meaning residence) of the Equity member, then to the first person listed on the waiting list and next, at the discretion of the Board of Directors, to the other candidates on the waiting list in order of priority.

ARTICLE III

Dues

Section 1. Determination of Dues. The Board of Directors shall, by the first day of March of each year, formulate an estimate of the probable costs of operation for the coming season and shall determine the annual dues to be charged for Equity and Annual memberships. The Board shall notify by the 1st day of April all Equity members in good standing of the estimate of probable costs and annual dues for the current year.

Section 2. Equity Dues. The annual dues of Equity members, payable as determined by the Board of Directors, shall be composed of an annual operating fee, a maintenance fee, and special assessments as required and taking into consideration the budgetary needs of the Swim & Tennis Club for that year. The Board of Directors may change the amount of the annual dues or levy special assessments against voting members from time to time as, in their sole discretion, the exigencies of the Club may require; provided, however, that no special assessment shall be valid until the same shall have been ratified and approved by a majority of the Equity members present in person or by written proxy at a regular meeting or at a special meeting called for the purpose of considering the same. New members accepted to

membership during June, July and August shall apply dues from the effective date of their membership as fixed by the Board of Directors. These dues will be prorated, but in no case less than 33-1/3% of annual dues.

Annual Dues. Annual dues for seasonal, non-equity members shall be separately determined by the Board of Directors.

Section 3. Payment. Equity, Annual and Maintenance members shall, by the 31st day of March, notify the Board of Directors in writing, verbally, or by email of their intention to maintain their membership for the current year. Equity, Annual and Maintenance members shall remit to the Club their dues for full membership by May 15, otherwise be assessed a late fee of \$50 or as otherwise solely determined by the Board of Directors. Any portion of dues remaining unpaid shall be paid to the Club no later than opening day of the current Year, or June 1, whichever comes first.

Section 4. Arrears. When the annual dues or other indebtedness of any Equity Member remains unpaid for a period of twenty days after written notice thereof to him/her, a second notice shall be sent him/her and his/her delinquency shall be posted on the bulletin board of the Club. If his/her indebtedness still remains unpaid ten days after second notice is sent, the Member shall stand suspended, and the Board of Directors shall forfeit his/her membership, in which event he/she shall cease to be a Member of the Club and all his/her rights therein and in the Club's property shall be terminated and vested in the Club. A Member whose membership is thus forfeited may be reinstated within three months after such forfeiture, upon the payment of all his indebtedness, by a two-thirds vote of the Board of Directors. A notice to any such member by mail to his last post office address on the Club's books, shall be sufficient notice hereunder. It shall be mandatory upon the Board of Directors to forfeit the membership of a member who fails to respond within forty days from the date of the mailing of the second warning notice. Repayment of initiation fee for a forfeited membership shall be subject to the provisions of Article II, Section 8, and Article III, Section 4, and repayment sum shall be determined by the Board of Directors. All notices provided herein, shall be by registered mail, return receipt requested. All dues and all assessments levied by the Club and the house account of each member shall be a first lien upon Member's certificate of membership.

ARTICLE IV

Guests

Section 1. The Board of Directors shall fix, by vote, the terms and conditions upon which guests of members may use the facility of the Club. The board shall be guided both by its best judgment and by informal poll of the membership by establishing the policy of guest privilege as liberal as may be compatible with best use of facilities by the membership. The Board may make limited exceptions to guest rules under unusual circumstances.

ARTICLE V

Management

Section 1. The control and management of the club and its affairs and property shall be entrusted to a Board of no fewer than six and no more than ten Directors.

Section 2. The annual meeting and election of Directors of the Club shall be held in April of each year, at such time and place as the Board of Directors shall direct, notification of time and place shall be provided to the members of the Club at least ten days before such meeting (via email or the other means); but such meeting may be adjourned from time to time as shall be found necessary or convenient. The Directors elected at such meeting shall take office immediately.

Section 3. The Directors shall hold office for two years and until their successors are duly elected and qualified. Any Director shall have the opportunity to hold office for a third consecutive year only upon approval of the majority of the voting membership (including proxies), at the annual meeting. The provision for the election of Directors as set forth in Article V. Section 4 herein, shall be construed to be applicable to only such vacancies in the Board of Directors as arise by reason of the operation of this Section 3. No Director may serve on two successive terms, unless approved by the majority of the voting membership.

Section 3.1. The Directors shall be Equity members in good standing and shall represent the makeup of the Equity membership as much as possible.

Section 4. Members of the Board of Directors shall be elected annually by the Equity members. At least 30 days before the annual meeting, the Board of Directors shall appoint a nominating committee consisting of six members of the Club, two of whom shall be continuing Board of Directors. Such nominating committee shall nominate three candidates in the odd year and four candidates in the even years, for the Board of Directors for the succeeding fiscal year. At least 15 days before the annual meeting, the secretary shall mail to each voting member of the Club, the nominations so made. Twenty-five or more Equity members of the club may nominate other Club members as candidates for the Board of Directors by filing with

the secretary a written nomination at least ten days prior to the annual meeting. The secretary will promptly mail notice of any additional nominations to all the voting members.

Section 5. The Board of Directors shall have the power to fill any vacancy that may occur in their own number in any office of the Club. The Directors or Officers so elected shall serve until the next annual election. Four members of the Board of Directors shall constitute a quorum for the transaction of business and the action of a majority of such quorum shall be the action of the Board of Directors, but a less number may adjourn from time to time. Officers and Directors shall serve without compensation, provided, however, that they shall be entitled to out-of-pocket expenses necessarily incurred by them in the performance of their duties.

Section 6. The regular meetings of the Board shall be held at least once each month between February and September, and bi-monthly during the rest of the year, as the Directors shall decide, and at such time and place as they shall determine. Special meetings may be called on the order of the President or on the motion in writing of four Directors. At least two days' notice of each special meeting, specifying its object, shall be given by mail, telephone or email to each Director.

Section 7. The officers of the Club shall be a president, vice-president, secretary and treasurer. They shall be elected by the Directors at the first regular or special meeting of the Board of Directors subsequent to the annual election of Directors and shall hold their respective offices for one year, and shall be subject to the control of the Board of Directors and may be removed by a majority of the Directors at any regular meeting or at any special meeting called for the purpose. The immediate past-president shall be a non-voting member of the Board of Directors unless otherwise an elected member of the Board of Directors.

Section 8. The president, who must also be a director, shall preside at all meetings of the Board of Directors and of the members and shall be the general executive officer of the Club, subject to the direction and control of the Board of Directors. The president and the secretary shall sign, on behalf of the Club, all instruments in writing, contracts, deeds, notes, mortgages, and other legal documents which it may become necessary for the Club to execute after authorization from the Directors.

Section 9. The vice-president shall perform the duties of the president in the event of his death, absence, or inability to act.

Section 10. The secretary shall attend the meetings of the members and of the Board of Directors, and he shall keep a book or books of the Club provided for the purpose, true and correct records of all the meetings; the secretary shall give all the notices herein provided for or required by law, or that may, from time to time be necessary or expedient; the secretary shall have custody of the corporate seal, charter, correspondence, except such as belongs to the office of the treasurer; and the secretary shall perform such other duties as are usual to the

office or as may be required by the Board of Directors. The secretary shall at all times be subject to the direction and control of the Board of Directors.

Section 11. The treasurer shall keep all accounts of the Club in books belonging to the Club which shall at all times be open to the inspection of the Board of Directors. The treasurer shall collect and disburse the funds of the Club under the direction of the board of Directors. The treasurer shall, if requested by the Board of Directors, render a statement in writing at each regular meeting of the Board-of Directors, showing the receipts, disbursements, and expenses during the preceding months, the amount due from members, the cash balance on hand, as far as practicable, the outstanding complete balance sheet showing the financial conditions of the Club and full report in detail of the receipts, disbursements and expenses of the fiscal year just closed, which balance sheet and report shall have been previously printed and distributed to the members at least three days prior to the annual meeting. The fiscal year shall end on October 31 each year. The treasurer shall keep the funds of the Club and deposit in the name of the Club in a bank to be designated by the Board of Directors, and shall furnish such bond as the Board of Directors may require; such bond to be deposited with and kept by the president. The Board of Directors shall require that all checks, drafts and other instruments for payment of funds of the Club shall require two signatures, as authorized by the Board of Directors at their first meeting following annual election. He shall also perform such other duties as are usual to the office or may be required by the Board of Directors, and he shall be at all times subject to the direction and control of the board of Directors.

Section 12. The Board of Directors, on its own motion or on complaint of any member filed with it, or on complaint of the Legal and Operations Committee, may cite any member of the Club to appear before Board of Directors for any supposed conduct unbecoming a gentleman/lady, or for any conduct injurious to the other, peace, interest, or welfare of the Club, or at variance with its objects, constitution and by-laws or rules. Any such complaint made by a member or by the Legal and Operations committee shall be in writing and signed by such member or by the chairman of the Pool committee, or where action is taken by the board of directors, it shall be by resolution of such Board. In any or either case, the secretary, at the direction of the Board, shall, in writing, notify the member so cited, furnishing him/her a copy of such complaint or resolution (if any), giving him/her at least five days' notice to appear before the Board of Directors to answer thereto. The investigation of such supposed conduct or misconduct shall be conducted in manner and form as the Board of Directors may see fit. If, upon inquiry and hearing, the Board of Directors shall be satisfied that the cited member is guilty of such conduct or misconduct, it may censure or suspend his/her, or if in its judgment the interest of the Club demands such action, it may terminate his/her membership. The Board of Directors shall be the sole judge of what constitutes conduct injurious to the peace, interest, or welfare of the Club, or what constitutes conduct or variance with the objects, constitution and by-laws or rules of the Club, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. Any member under suspension shall not be permitted to enter

upon Club property or exercise any of the privileges of a member. A vote of five of the Directors shall be necessary to expel a member. In the event of the expulsion of a member under this article, he/she shall be refunded the redemption value, if any, of his/her membership, however, the Club shall not be obligated to pay such redemption value unless and until a new Equity membership is issued in replacement thereof and the initiation fee for such newly issued membership is received by the Membership secretary. Payment of the redemption value to such member shall be in the order of all cancellation requests, pursuant to Article II, Section 9.1. Any notice, complaint or copy of resolution provided for under the sections relating to suspension or expulsion of the member duly mailed to the address of such member, as shown on the books and records of the Club, shall be considered as sufficient notice and binding upon the member so directed.

Section 13. Records of meetings and account books shall be available for inspection by any Equity member in good standing at any time.

ARTICLE VI

Committees

Section 1. The president, at the first meeting of the Board of Directors following the annual meeting, shall appoint one member of the Board to set up each of the following committees and serve as liaison between the committee and the Board:

Legal and Operations	Building and Grounds
Membership	Swim Team
Financial	Tennis
Social/Sports	

The director so appointed shall prepare and submit to the president a list of the committee members and its chairman to serve on such committees for the succeeding year. The president may appoint such other committees, and delegate to them such powers and duties, as he may from time to time deem expedient.

Section 2. The Legal and Operations committee shall be charged with the responsibility for all legal matters and for operations of the recreational facilities of the Club. The manager of the Club will report to the chairman of the committee.

Section 3. The Membership committee shall be charged with the responsibility for all matters pertaining to membership, and shall supervise the election of the Board of Directors.

Section 4. The Financial committee, consisting of at least three full members who are not directors, shall annually audit the books of the Club and shall report the results of their audit at the annual meeting. The report of the auditor shall be available to members at all times. The

Financial committee will be responsible for preparation of the annual budget, overseeing and directing of the daily operations of the financial books and for all fund raising efforts and other matters relating to the financial matters of the Club.

Section 5. The Social/Sports committee shall be responsible for all social functions sponsored by the Club as well as for establishing and directing sports programs that will fully utilize the facilities and get maximum participation from the Club members.

Section 6. The Building and Grounds committee shall be responsible for seeing that all facilities are maintained in good condition. The committee will be responsible for recommendations for improvements to the pool, tennis courts, and other recreational facilities, to select materials and/or contractors, and to assure that all services and material meet standards.

Section 8. The Swim Team committee shall be responsible for operations of all meets at the Club and for providing personnel to assist at away meets. The committee shall guide the swim team manager and assist in developing adequate representation for the Club.

ARTICLE VII

Meetings Section 1.

See Article V, Section 2.

Section 2. Special meetings of the members may be called at any time by the Board of Directors and shall be called by them on the request in writing of no less than 25 voting members. Members shall be given at least five days' notice by mail of any such special meeting, which notice shall state the subject of such meeting.

Section 2.1. The Directors may call a special Spring meeting of the Club at such time and place as set by the Board of Directors, at which meeting they shall report upon the general condition of the club, furnish an estimate of income and expenses for the current year, and request action to be taken upon such matters as they may deem advisable for the best interest of the Club.

Section 3. Any annual or special meeting of the Club, 25 voting members present in person or by written proxy; shall constitute a quorum for the transaction of business but a less number shall have power to adjourn any such meeting from time to time.

ARTICLE VIII

Miscellaneous

Section 1. Nothing in the by-laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club at a duly held regular or special meeting.

Section 2. The Club shall keep correct and complete records containing the names, addresses, and types of membership of all members. Such records may be inspected by any voting member for any proper purpose upon reasonable written notice and statement of purpose.

Section 3. The Club shall file with the State and Federal Agencies all applicable reports for fiscal year ending October 31st of the prior year, between January 15th and March 15th of the present year.

Section 4. Each person who has acted or is now acting as a Director, Officer, Registered Agent, attorney, accountant, or employee for or on behalf of the Club shall be indemnified by the Club against any expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of his having acted or now acting in such capacity. Such indemnification shall not be applicable where such person would be judged guilty by a court of law of willful misconduct in

the performance of his duties.

Section 5. The Board shall promulgate rules and regulations not inconsistent with these by-laws governing the operation and use of the Club's facilities and in connection therewith shall take such other action as it deems necessary and proper.

Section 6. The by-laws are subordinate to the Articles of Incorporation, but shall control and take precedence over any other rule and regulation of the Club, or publication or other matters, whether oral or written.

Section 7. All points of order not covered by the by-laws shall be ruled upon according to Robert's Rules and Order.

ARTICLE IX

Amendments

Section 1. These by-laws may be amended at any annual or special meeting of the club, by vote of two-thirds of the voting members present at the meeting, either in person or by written proxy. Notices of proposed amendments shall be furnished to the secretary and posted in the Clubhouse at least two weeks before the meeting at which it is proposed to consider them, and the secretary shall mail a notice of such proposed amendments, with copies of same, to each member at least two weeks before such meetings.

ARTICLE X

Effective Date

Section 1. These by-laws shall become effective on such date as determined by the membership at the time they are adopted and shall supersede previous by-laws of the Club.

Section 2. It is further understood that each member has reviewed the by-laws and will execute a copy of the same before receiving his-her certificate of membership.