

**BY-LAWS OF  
RIVERSIDE SWIM CLUB**  
an Illinois Corporation, (Revised 11/87)

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**ARTICLE I Purposes**

The purposes of the Corporation are to build, operate and maintain a swimming pool and other recreational facilities, for its members, in accordance with Section 4 of the General Not For Profit Corporation Act of the State of Illinois.

The Corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

**ARTICLE II Offices**

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

**ARTICLE III Members**

**SECTION 1. TYPE OF MEMBERSHIPS.** Memberships shall be family memberships, and shall include in the membership both the person applying for membership and his or her spouse. If the applicant is not married, then the family membership shall include only the applicant. If a member marries after becoming a member, his or her spouse shall be automatically included in his membership.

**SECTION 2. NUMBER OF MEMBERS.** The authorized number of members shall be five hundred and fifty (550).

**SECTION 3. MEMBERS, MEMBERSHIP FEE AND TERM OF MEMBERSHIP.** Members shall be elected to membership in the Club by at least a two-thirds vote of all Directors, and must pay an initial membership fee, the amount of which shall be determined from time to time by the Board of Directors. An increase in the initial membership fee, however, shall not apply retroactively to previously elected members in good standing. Each member family shall remain a member until resignation, removal by the Board of Directors or death of both husband and wife.

**SECTION 4. DUES.** Members shall pay such annual dues as the Board of Directors shall from time to time determine. A member who fails to pay his annual dues within the period specified by the Board of Directors is not in good standing. Continued delinquency in the payment of annual dues may be considered by the Board of Directors as grounds for removal from membership.

**SECTION 5. RESIGNATIONS.** Any member may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

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**SECTION 6. REMOVALS AND SUSPENSIONS.**

(a) Any member family may be suspended for a period of not more than three months by a two-thirds vote of the Board of Directors or may be removed by a three-fourths vote of the Board of Directors.

(b) The Board of Directors may delegate to the Chairman of the Operations Committee, or to a responsible employee of the Club the power to suspend pool or other privileges for the violation of club rules provided such suspension does not exceed seven days.

**SECTION 7. REFUND OF MEMBERSHIP FEES.** In case of the resignation, removal or death of a member, the Board of Directors in its discretion may refund such portion of his or her initial membership fee as the Board considers equitable under the circumstances at the time. Such determination by the Board of Directors shall be final and binding on said member.

**SECTION 8. TRANSFER OF MEMBERSHIP.** If the husband or wife in a family membership shall die, the surviving spouse, shall automatically continue as the member. In other cases of death the Board of Directors may, if it considers it advisable, make such transfer of the membership as it in its discretion shall determine. Except as provided in this Section 8, membership in this Corporation is not transferable or assignable.

**SECTION 9. VOTING RIGHTS.** Each family membership shall be entitled to one vote on each matter submitted to a vote of the members, which vote may be cast by either the husband or the wife, in person or by proxy.

**ARTICLE IV Meetings of Members**

**SECTION 1. PLACE OF MEETING.** All meetings of the members of the Corporation shall be held at the place specified in the notice of the meeting or in the waiver of the notice thereof, and may be either within or without the State of Illinois.

**SECTION 2. ANNUAL MEETINGS.** An annual meeting of the members of the Corporation shall be held in November of each year at such place and time as the Board of Directors may determine, for the purpose of electing Directors or for the transaction of such other business as may properly come before the meeting of the members.

**SECTION 3. REPORTS AT ANNUAL MEETING.** There shall be presented at each annual meeting of the members of the Corporation the report of the Nominating Committee required by Section 13 of Article VII hereof.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the members of the Corporation may be called at any time by the President, any Vice President, the Board of Directors, or any members having one-twentieth of the votes entitled to be cast at such meeting.

**SECTION 5. NOTICE OF MEETINGS.** Notice of each annual or special meeting of the members of the Corporation shall be mailed to each member addressed to such member at his or her address as it appears on the records of the Corporation at least five days before the day on which the meeting is to be held, or sent by telegraph to such address, or delivered to such member personally, not later than two days before the day on which the meeting is to be held. In

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case of a special meeting, the purpose or purposes for which the meeting is called shall be incorporated in the notice. Notice of any meeting need not be given to any member, however, if waived by such member before or after the meeting in writing or by telegraph.

**SECTION 6. QUORUM.** Except as may otherwise be expressly required by statute, at all meetings of the members of the Corporation the presence in person or by proxy of one-tenth or more of the members shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present at the appointed time and place of the meeting, or if no member is present, any officer of the Corporation present thereat, may adjourn the same sine die or from time to time for a period not exceeding twenty days in any one case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

**SECTION 7. VOTING.** Except as otherwise expressly required by statute, all matters shall be decided by the vote of a majority of the members of the Corporation present in person or by proxy at the meeting.

**ARTICLE V Board of Directors**

**SECTION 1. POWERS.** The affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by statute or these By-Laws and except that the Board of Directors shall not expend more than \$25,000 on any single project without the approval of a majority of the members entitled to vote.

**SECTION 2. NUMBER OF DIRECTORS.** The authorized number of Directors of the Corporation shall be fifteen.

**SECTION 3. QUALIFICATION OF DIRECTORS.** Directors must be members of the Corporation, as defined in Section 1. of Article III.

**SECTION 4. TERM OF OFFICE.** Terms of office of the Directors shall be staggered so that no more than one-third of the terms of office shall expire in any one year. When the initial Board of Directors has been elected they shall draw lots to determine when their individual terms shall expire, and one-third shall expire in two years, one-third shall expire in three years, and one-third shall expire in four years. The term of office of each Director thereafter shall be for three years. Directors shall continue in office until their successors are elected and qualified.

**SECTION 5. RESIGNATION.** Any Director may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

**SECTION 6. REMOVAL.** Any Director may be removed at any time either for or without cause by the vote of two-thirds of the members of the Corporation at any annual or special meeting of the members of the Corporation.

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**SECTION 7. VACANCIES.** Whenever the number of Directors shall for any reason be less than the authorized number, the vacancies, unless theretofore filled by the members of the Corporation, may be filled by the Board of Directors.

**SECTION 8. ANNUAL MEETINGS.** The annual meeting of the Board of Directors for the election of the officers of the Corporation and for the transaction of such other business as properly may come before it shall be held at the place at which the annual meeting of the members of the Corporation shall be held, and shall be held immediately following such meeting. No notice of such annual meeting of the Board of Directors need be given.

**SECTION 9. REGULAR MEETINGS.** The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as it may determine upon and may fix the time and place thereof.

**SECTION 10. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called at any time by the President or any Vice President of the Corporation or any two Directors at such time and place as may be specified in the notice of the meeting or in the waiver of notice thereof.

**SECTION 11. NOTICE OF MEETINGS.** No notice of any regular meeting of the Board of Directors need be given, provided, however, that if the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be mailed promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to such Director at his or her address as it appears on the records of the Corporation. Notice of each special meeting of the Board of Directors may be mailed to each Director addressed to such Director at his or her address as it appears on the Records of the Corporation or sent by telegraph to such address, or telephoned to such address, or delivered to such Director personally, not later than two days before the day on which the meeting is to be held. Notice of any meeting need not be given to any Director, however, if waived by such Directors before or after the meeting in writing or by telegraph. No notice need be given of any meeting at which every member of the Board of Directors shall be present, and any business may be transacted thereat. No notice need be given of any adjourned meeting.

**SECTION 12. QUORUM.** Except as may be expressly otherwise required by statute, at all meetings of the Board of Directors the presence of one-third of the authorized number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum a majority of the Directors present at the appointed time and place of the meeting, or, if no Director is present, any officer of the Corporation present thereat, may adjourn the meeting sine die.

**SECTION 13. VOTING.** At all meetings of the Board of Directors, except as otherwise expressly required by statute or by some other provision of these By-Laws, all matters shall be decided by the vote of a majority of the Directors present at the meeting.

**SECTION 14. REPORTS AT ANNUAL MEETING.** There shall be presented at each annual meeting of the Board of Directors the report of the Nominating Committee required by Section 12 of Article 7 hereof.

**SECTION 15. INFORMAL ACTION.** Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting of either (a) a document setting forth the

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action taken is signed by all of the Directors at the time in office, or (b) the Secretary of the Corporation polls the Directors on the action to be taken and files with the Corporate records a written statement, signed by the Secretary, setting forth the action taken and that each Director at the time in office was polled and agreed to the action taken.

**ARTICLE VI Officers**

**SECTION 1. NUMBER OF OFFICERS AND QUALIFICATIONS.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be appointed from time to time in accordance with the provisions of Section 3. of Article ?? hereof. Any person may hold and two or more offices of the Corporation except those of President and Secretary. Officers must be members.

**SECTION 2. ELECTION AND TERM OF OFFICE.** Each officer (except such officers as may be appointed in accordance with the provisions of Section 3 of Article VI hereof) shall be elected by the Board of Directors at its first meeting and thereafter annually at its annual meeting. Each such officer, whether elected at the annual meeting of the Board of Directors or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting of the Board of Directors next held after his or her election and thereafter until a successor shall have been elected and shall qualify or until the death, resignation or removal of such officer, except that the term of the treasurer shall not begin until the January 1st following the annual meeting.

**SECTION 3. SUBORDINATE OFFICERS.** The Board of Directors from time to time may appoint such other officers or agents as may be deemed advisable and may prescribe their respective titles, terms of office, authorities and duties, except as is otherwise prescribed by statute.

**SECTION 4. RESIGNATIONS.** Any officer may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

**SECTION 5. REMOVAL.** Any officer or agent may be removed at any time either for or without cause by the vote of a majority of the authorized number of Directors at a special meeting of the Board of Directors called for the purpose.

**SECTION 6. VACANCIES.** Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

**SECTION 7. POWERS AND DUTIES.** The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices in a Not For Profit Corporation, as well as such powers and duties as from time to time may be determined by the Board of Directors.

**SECTION 8. COMPENSATION.** Officers of the Corporation shall serve without compensation, but shall be reimbursed for expenses incurred in the course of proper corporate transactions.

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**ARTICLE VII Committees**

**SECTION 1.** All Committee Chairman and Vice Chairman shall be appointed by the President of the Corporation, with the approval of the Board of Directors. There shall be the standing Committees set forth in Sections 2 through 18. The President, with the approval of the Board of Directors, may appoint Chairman and Vice Chairman of such temporary Committees as shall be subject to the authority and approval of the Board of Directors. Whenever a project of one Committee may affect the functions of another Committee, the two Committees shall cooperate on the matter. Appointment of committee members from the membership may include those members acting as Directors.

**SECTION 2. EXECUTIVE COMMITTEE.** There shall be an Executive Committee which shall consist of such number of Directors not less than two, as may be fixed from time to time by the Board of Directors.

(a) Except as otherwise provided by statute or these By-Laws, the Executive Committee, in the interval between meetings of the Board of Directors may manage and control the property, affairs and business of the Corporation and exercise all its powers, except that the Executive Committee shall not have the power to appropriate or authorize the expenditure of sums in excess of \$5,000 in any one case.

**SECTION 3. FINANCE AND AUDIT COMMITTEE.** There shall be a Finance and Audit Committee which shall consist of such number of Directors, not less than two, as may be fixed from time to time by the Board of Directors.

(a) Except as otherwise provided by law or by these By-Laws, the Finance and Audit Committee in the interval between meetings of the Board of Directors shall have such powers as may from time to time be delegated to it by the Board of Directors with regard to financial, investment and auditing matters.

**SECTION 4. NOMINATING COMMITTEE.** On or before the first day of October in each year there shall be appointed, from the members of the Corporation, three persons as a Nominating Committee.

(a) The Nominating Committee shall prepare a list of nominees as Directors for a submission to the next ensuing annual meeting of the members of the Corporation and shall also prepare a list of nominees as officers of the Corporation for submission to the next ensuing annual meeting of the Board of Directors.

(b) **REPORTS OF THE NOMINATING COMMITTEE.** At the annual meeting of the members of the Corporation the Nominating Committee shall present a written report submitting a list of proposed nominees as Directors of the Corporation for the ensuing year. At the annual meeting of the Board of Directors the Nominating Committee shall present a written report submitting a list of proposed nominees as officers of the Corporation for the ensuing year. No provision of this Article VII shall be deemed as precluding nominations for Directors being made by any members at the annual meeting of the members or as precluding nominations for officers being made by any Director at the annual meeting of the Board of Directors.

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**SECTION 5. MEMBERSHIP COMMITTEE.** There shall be a Membership Committee, which shall consist of such number of Directors and members, but not less than two Directors, as may be fixed from time to time by the Board of Directors. This Committee shall normally make recommendations to the Board of Directors regarding applications for membership and proposals to remove or suspend a person from membership.

**SECTION 6. PROGRAM COMMITTEE.** A Program Committee may be appointed from the Directors and the members of the Corporation. This Committee shall have responsibility for maintaining an appropriate program of sporting and social events.

**SECTION 7. PUBLICITY COMMITTEE.** A Publicity Committee may be appointed from the membership of the Corporation. The Publicity Committee shall publicize and disseminate information about events and affairs of the Corporation to the membership and the community, as it may deem desirable.

**SECTION 8. CLERICAL COMMITTEE.** A Clerical Committee shall be appointed from the membership of the Corporation. The Secretary of the Corporation shall be the Chairman of this Committee. The Clerical Committee shall assist the Secretary in keeping the records of the Corporation, in the correspondence and mailings, and in the general clerical work of the Corporation.

**SECTION 9. BUILDINGS AND GROUNDS COMMITTEE.** A Buildings and Grounds Committee shall be appointed from the Directors and the membership of the Corporation. The Buildings and Grounds Committee shall be divided into (1) a Pools, Buildings and Equipment Sub-Committee and (2) a Landscaping and Grounds Sub-Committee. The Chairman of the Full Committee may act as Chairman of either Sub-Committee if he shall so desire.

(a) The Pools, Buildings and Equipment Sub-Committee shall be responsible for the maintenance of the Pools, Buildings and Equipment, for the purchase of new equipment, and the planning and execution of improvements to the pools and buildings, all with the approval of the Board of Directors.

(b) The Landscaping and Grounds Sub-Committee shall be responsible for the maintenance of the grounds and landscaping and for the planning and execution of improvements to the grounds and landscaping.

**SECTION 10. OPERATIONS COMMITTEE.** An Operations Committee shall be appointed from the Directors and membership of the Corporation. The Operations Committee shall be divided into (1) a Personnel Sub-Committee, (2) a Sanitation and Safety Sub-Committee, and (3) a Rules and Enforcement Sub-Committee.

(a) The Personnel Sub-Committee shall have responsibility for engaging and discharging a pool manager and such other employees as it may deem desirable for the safe and efficient operation of the Riverside Swim Club. The Sub-Committee shall supervise the employees of the Club in the performance of their duties. The Chairman of the full Committee shall also act as Chairman of the Personnel Sub-Committee.

(b) The Sanitation and Safety Sub-Committee shall be responsible for establishing and maintaining sanitary conditions in all of the Club facilities, and for establishing and maintaining the highest standards of safety in all Club operations. This Sub-Committee

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shall from time to time report the pool rating by the State Department of Public Health to the Board of Directors.

(c) The Rules and Enforcement Sub-Committee shall promulgate rules for the conduct of all persons using the Club facilities, and, in conjunction with Chairman of the full Committee and the pool manager, supervise the enforcement of all of the Clubs' rules and regulations.

**SECTION 11. BY-LAWS AND PARLIAMENTARIAN.** A By-Laws Committee shall be appointed from among the Directors and the membership. The Chairman of this Committee shall be a Director and shall also act as Parliamentarian for both meetings of the Directors and meetings of the membership.

The By-Laws Committee shall have the responsibility of suggesting such changes in the By-Laws as experience may from time to time indicate to the Committee to be desirable, and shall have the responsibility of interpreting the By-Laws when requested by the President of the Corporation, or by the Board of Directors.

**SECTION 12. TERM OF OFFICE.** Each member of any of the above named Committees shall continue in office until the annual meeting of the Board of Directors next held after his appointment and thereafter until a successor shall have been appointed or until the death, resignation or removal of such member.

**SECTION 13. RESIGNATIONS.** Any member of the above named Committees may resign at any time by delivering a written resignation to the President or the Secretary. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

**SECTION 14. REMOVAL.** Any member of any of the above names Committees may be removed at any time either for or without cause, by the vote of a majority of the Directors present at any annual, regular, or special meeting of the Board of Directors.

**SECTION 15. VACANCIES.** Whenever the number of any of the above named Committees shall by reason of death, resignation, disqualification, removal, failure to elect the full authorized number of such members, the vacancies, unless theretofore filled by the Board of Directors, may be filled by the Executive Committee.

**SECTION 16. PROCEEDINGS.** If not appointed by the President or the Corporation, the Committees may each elect from their own number a Chairman to preside at their meetings and each such Committee may meet at any time or times, upon such call, at such place or places and upon such notice, if as, as such Committee shall from time to time determine.

**SECTION 17. QUORUM.** Except as may be expressly otherwise required by statute or these By-Laws, at all meetings of the above named Committees the presence of two members of such Committee, as the case may be, shall be necessary and sufficient to constitute a quorum for the transaction of business.

**SECTION 18. VOTING.** At all meetings of any of the above named Committees all matters shall be decided by the vote of a majority of the members of such Committee present at

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the meeting. The members of each such Committee shall act only as a Committee and the individual members shall have no powers as such.

**ARTICLE VIII Deposits, Checks, Contracts**

**SECTION 1. DEPOSIT OF FUNDS.** All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories, or shall be invested as the Board of Directors from time to time may determine.

**SECTION 2. CHECKS, ETC.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

**SECTION 3. CONTRACTS.** No contract may be entered into on behalf of the Corporation unless and except as authorized by the Board of Directors; any such authorization may be general or confined to specific instances.

**ARTICLE IX Corporate Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

**ARTICLE X 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 shall keep at the 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 his agent or attorney for proper purpose at any reasonable time.

**ARTICLE XI Amendments to By-Laws**

**SECTION 1. AMENDMENTS.** All By-Laws of the Corporation shall be subject to amendment or repeal, and new By-Laws may be made, by the members of the Corporation by a majority vote of those entitled to vote or by the Board of Directors, by a vote of two-thirds of the authorized number of Directors at any annual, regular, or special meeting, the notice of or waiver of notice of which shall have specified or summarized the proposed amendment, repeal or new By-Law, provided, however, that the following provisions of these By-Laws may be amended or repealed only by the members:

- (a) Section 2 of Article V, relating to the authorized number of Directors;
- (b) Section 6 of Article V, relating to the removal of Directors; and
- (c) This Section 1 of Article XI
- (d) Section 2 of Article III.

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**ARTICLE XII Operation of Swimming Pool And Other Recreational Facilities**

**SECTION 1. WHO MAY USE.** Only members of the Corporation in good standing, and their families as defined from time to time by the Board of Directors, and their guests shall be entitled to use the Swimming Pool and other recreational facilities. Members must pay such fees for their guests as may be determined by the Board of Directors.

**SECTION 2. RULES AND REGULATIONS.** The Board of Directors or its duly authorized agents or employees shall have full charge of the operation of the Swimming Pool and any other recreational facilities or properties controlled by the Club which the Club may have, and shall from time to time promulgate Rules and Regulations for the operation of the pool and other facilities and for the conduct of the persons using the same.

**SECTION 3.** While the use of the Swimming Pool shall be primarily for members, their families, and guests, as the latter two may be from time to time defined by the Board of Directors, the Board of Directors may permit limited use of the Swimming Pool in their discretion, by others under the auspices of the Riverside or North Riverside Recreation Commissions.