

**AMENDED AND RESTATED BY-LAWS  
OF THE HINSDALE SWIM CLUB**

These AMENDED AND RESTATED BY-LAWS are made and entered into as of the 19<sup>th</sup> day of April 2020, by and among the HINSDALE SWIM CLUB, an Illinois not-for-profit corporation, and the undersigned Board of Directors (the “Board”).

The parties hereto acknowledge and agree that this Agreement shall serve to replace, supersede, and terminate those certain BY-LAWS, including any amendments, dated before April 19, 2020 by and among the Board of the Hinsdale Swim Club.

**ARTICLE I – NAME AND ORGANIZATION**

Section 1. The name of the corporation is: HINSDALE SWIM CLUB (hereinafter, “CLUB”), a non-profit corporation.

Section 2. The fiscal year of this CLUB shall be August 1 to July 31.

**ARTICLE II – TENSE AND GENDER OF WORDS**

Section 1. Words used in these Articles referring to tense of words or to gender, may be interchanged with other tenses and gender to effectuate the tenor of the particular Article, Section or paragraph.

**ARTICLE III - PURPOSE**

Section 1. The purpose of the club is as follows:

- A. To assist coaches in providing facilities, training and encouragement for increased proficiency in competitive amateur aquatic sports among boys and girls.
- B. To further the interest and education of children and parents in competitive aquatic sports.
- C. To maintain membership with United States Swimming, Inc. (USA), abiding by its rules and regulations for competitive swimming as long as such membership serves the objectives of the HSC.
- D. To encourage and develop good sportsmanship, individual integrity and team play.

**ARTICLE IV - MEMBERSHIP**

Section 1. There shall be one class of membership in this corporation consisting of:

- A. the parents or legal guardians of and living with minor children who participate in amateur competitive swimming activities conducted by the corporation;
- B. minor children who participate in amateur competitive swimming activities conducted by the corporation; and
- C. emancipated persons who participate in amateur competitive swimming activities conducted by the corporation.

- Section 2. No person may hold more than one membership or a fractional membership.
- Section 3. Each member must pay, as determined by and within the time and on the conditions set by the Board, an initiation fee, if any, and monthly and/or annual dues to be determined and in amounts to be fixed from time to time by the Board.
- Section 4. The membership of a member shall terminate upon occurrence of any of the following events:
- A. the resignation of the member;
  - B. the failure of the member to pay dues or assessments, if required, within the times set forth by the Board; or
  - C. the determination by the Board or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.
- Section 5. No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

#### **ARTICLE V – OFFICERS**

- Section 1. Officers shall be members of the Board of the CLUB.
- Section 2. The Officers shall be the President, Vice President, Secretary, Treasurer, and Registrar. The Officers shall be elected by a majority vote of the Board at the first meeting of the newly-elected Board.
- Section 3. The Officers shall hold office for the succeeding two (2) years after election or until their successors are elected. They shall take office at the time of their election, and in accordance with the provisions set forth in Article VII, Section 3.
- Section 4. The Officers shall serve without compensation and will devote their time and efforts for the interest of the CLUB, as defined by the By-Laws.
- Section 5. In case of death or resignation of the President, the Vice President shall at once assume his/her title and duties. The vacancy in the office of Vice President shall be filled by a majority vote of the Board. In case of death or resignation of any other Officer, his/her office shall be filled by appointment by the President with a majority of the members of the Board concurring as soon as possible after the vacancy.
- Section 6. Officers must be members of the CLUB and must maintain their or their child(ren)'s registration in good standing on the team, throughout their tenure on the Board.
- Section 7. A Director may be removed from an Officer position by a majority vote of the Board upon a good faith finding by a majority of the Board that such officer has committed an act punishable by misdemeanor or felony. Any Officer may be removed for reasons other than the aforementioned by a two-thirds majority vote of the CLUB at a Special Board Meeting duly called for this purpose alone. A written notice shall be mailed to the Officer fifteen (15) days prior to any action taken by the Board. The written notice shall be provided by any one (1) member of the Board. The Board shall immediately fill the

position of a removed Officer with a currently serving Board member by a majority vote of the Board.

- Section 8. The President shall call and preside at all membership meetings and all meetings of the Board. He/She shall be an *ex-officio* member of all standing and special committees except the Nominating Committee and shall perform such other duties as are required of this office and shall exercise general supervision and control of the affairs of the CLUB. The President, following his/her term of service as President, shall serve as Past-President for two (2) years. If a President's term of service on the Board has expired, he/she may attend all Board meetings as a non-voting *ex officio* member of the Board for two (2) years.
- Section 9. The Vice President shall, in the absence of the President, or in the event of his/her removal, death, or resignation shall at once assume his/her title and duties. The Vice President shall assist the President in coordinating the activities of the CLUB and shall perform such other duties as are usually required by this office or which may be delegated by the President or by the Board.
- Section 10. The Secretary shall keep minutes of each Board meeting and distribute them to Board members five (5) days prior to the next meeting; keep attendance records and inform members after their second absence; conduct any business correspondence as required; prepare, issue and maintain a list of Board members' names, addresses, e-mails, telephone numbers; maintain files of written correspondence and a manual of Board policies and procedures. He/She shall see that all notices of meetings are given as required by these By-Laws and perform such other duties as the President or the Board may require.
- Section 11. The Treasurer shall be the custodian of all monies and property belonging to the CLUB. The Treasurer will develop the appropriate financial controls for approval by the Board. He/She shall oversee the filing of all legally required tax forms (IRS, State, etc.), including those relating to the payment of compensation to any employees of the CLUB. The Treasurer may receive prior approval of the Board to hire a payroll service and a tax preparation service. He/She shall keep an accurate account of all monies coming into his/her hands and shall make a full and proper report to the Board of all receipts and expenditures and of the financial condition of the CLUB. He/She shall present a financial report at each Board meeting. He/She shall present a summary financial report at the annual CLUB membership meeting. He/She shall be a member *ex officio* of all fund raising activities. He/She shall perform such other duties as pertain to this office.
- Section 12. The Registrar shall keep an accurate roster of all current members of the CLUB. He/She shall manage all communication with current members with regard to all registration issues, including annual re-registration. He/She shall manage all communication with prospective new members regarding offers to join the CLUB. He/She shall update and maintain the electronic registration module. He/She shall ensure that proper dues and fees are paid by all members. He/She shall maintain the email group lists by roster. He/She shall register each swimmer with USA Swimming (via Illinois Swimming) and ensure that each swimmer is properly listed to compete in sanctioned swim meets.

## **ARTICLE VI – BOARD OF DIRECTORS**

- Section 1. The affairs of the CLUB shall be governed by the Board of Directors (also referred to as the Board). The Directors shall serve without compensation.

- Section 2. The Board of the CLUB shall be duly elected by the membership of the CLUB.
- Section 3. The Board shall consist of eleven (11) total voting members, five (5) Officer members (President, Vice President, Secretary, Treasurer, and Registrar), five (5) at-large directors elected by the membership of the CLUB for two (2) year terms, the Head Coach and the immediate Past President (non-voting). At each annual Spring meeting of the membership, the members shall elect new Directors for two (2) year terms as needed. The Directors shall hold office until their successors have been elected and hold their first meeting. Director terms shall last a term of two (2) years unless the Director moves into an Officer position or commences his/her term in an Officer position and subsequently becomes a director at-large, in which case that Director's term shall last up to a total of four (4) years. After a Board member completes his/her term (whether it be for two years, four years, or other), he/she must wait an entire two-year term before being eligible to be nominated to return to the Board.
- Section 4. The elected members of the Board must be members of the CLUB and must maintain their registration in good standing on the team, throughout their tenure on the Board, and may not serve on the Board of any other ISI Aquatics Club concurrent with their tenure on the Board of the CLUB.
- Section 5. No two members of the same household/family shall serve concurrently on the Board.
- Section 6. The Board shall have the powers and duties as set forth in these By-Laws.
- Section 7. Vacancies on the Board caused by any reason shall be filled from the membership by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. A Director so appointed by the remaining Directors shall fill the respective term held by the Director creating the vacancy.
- Section 8. At the regular or special meeting of the members duly called, any one or more of the Directors may be removed with or without cause by a majority of the CLUB membership and those filing properly submitted proxies. A successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.
- Section 9. Regular meetings of the Board may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least one such meeting shall be held every month.
- Section 10. Special meetings of the Board may be called by the President on two (2) days notice to each Director, given personally, by mail, e-mail, telephone, or text message, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of three (3) Directors.
- Section 11. Notice of the time and place of each meeting shall be given not less than seven (7) days before such meeting; except that when, in the opinion of the President with respect to special meetings, the purpose of such special meeting is of such urgency that time does not permit the giving of the required notice, the President may call such meeting by appropriate means.

- Section 12. Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver of notice by him/her of the time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 13. Any action by the Board shall require a quorum. A simple majority of the Board entitled to vote shall constitute a quorum for the transaction of business. A majority of such quorum present at the time and place of any meeting of the Board shall be sufficient to act upon any proposition that may come before the Board and any number of Directors less than a quorum may adjourn a meeting from time to time without further notice until a quorum attends.
- Section 14. A Director may vote or be represented by proxy and such proxy may be counted for determining a quorum. A proxy must be in writing, signed by the Board Member, dated, and specific as to the issue being voted on. For purposes of establishing a quorum, the proxy must be assigned to another Board member who will be present at the specified meeting and give that Board member the right to exercise the proxy in regard to all matters transacted at the specified meeting. A proxy must be presented at the start of the specified meeting.
- Section 15. The Board by simple majority vote shall, in addition to the general powers conferred upon them by these By-Laws, have the power to:
- A. Make and amend By-Laws for the proper operation of the CLUB, in the conformity with Article XVII of these By-Laws.
  - B. Elect Officers of the CLUB as designated in Article VI should a vacancy occur, and such additional Officers of the Board as they may desire.
  - C. Represent the general membership in carrying out the goals of the CLUB, and establish, appoint, and maintain committees as needed to fulfill the goals of the CLUB.
  - D. Receive and hold by purchase, gift, devise, bequest, or grant, real or personal property for CLUB purposes connected with the CLUB or for the benefit of the CLUB.
  - E. Sell, mortgage, lease or otherwise use and dispose of the property of the CLUB in such matter as the Directors shall deem most conducive to the prosperity of the CLUB.
  - F. May declare vacant the seat of any Director who absents him/herself from more than fifty percent (50%) of the regular scheduled meetings of the Board in a six (6) month period.
  - G. To appoint, employ, or dismiss a Head Coach or Assistant Coach by a majority vote of the full elected Board (i.e., all Board members other than the Head Coach) at a special meeting called for any of the purposes name in this paragraph.

- H. Approve an annual budget for the CLUB, which shall include the salaries of all personnel and membership dues/fees.
- I. Set policies in conformity with these By-Laws to govern the operation of the CLUB.
- J. Direct the Treasurer to place, transfer, or invest funds of the CLUB in appropriate interest-bearing and insured accounts that will enhance the growth of such funds of the CLUB.
- K. Approve any additional expenses over budgeted expenses including, but not limited to, any new programs or initiatives.

Section 16. Any member of the Board of the CLUB shall disclose to the Board any relationship that he/she may have with any person, corporation, or other entity with whom the CLUB proposes to enter into any contract of other transaction which will or may result in financial gain or advantage to such Board member by reason of such relationship. If the Board member shall fail to make this disclosure before the CLUB enters into any such contract or transaction, the Board may remove him/her from the Board.

Section 17. The Head Coach shall be a voting member of the Board and kept apprised of all aspects of the operation of the CLUB, including financial information. He/She will attend all meetings of the Board and advise the Board on all aspects of CLUB operations.

Section 18. Any Director becoming ineligible for membership in the CLUB shall automatically forfeit his/her office and such vacancy shall be filled with a member in good standing by a majority vote of the Board.

Section 19. A Director may be removed from an Officer position by a majority vote of the Board upon a good faith finding by a majority of the Board that such Officer has committed an act punishable by misdemeanor or felony. Any Director, including Officers, may be removed for reasons other than the aforementioned by a two-thirds majority vote of the CLUB at a Special Board Meeting duly called for this purpose alone. A written notice shall be mailed to the Officer fifteen (15) days prior to any action taken by the Board. The written notice shall be provided by any one (1) member of the Board. The Board shall immediately fill the position of a removed Director with a current member of the CLUB by a majority vote of the Board, even though they may constitute less than a quorum. A Director so appointed by the remaining Directors shall fill the respective term held by the Director creating the vacancy.

## **ARTICLE VII – ELECTION OF BOARD**

Section 1. By January 1 of each year, the current President will appoint a Nominating Committee of at least three (3) persons.

Section 2. The Nominating Committee shall consist of the Head Coach, the President, and a current member of the Board of Directors.

Section 3. The Nominating Committee shall solicit all interested and eligible members as candidates for open Board positions. All interested and eligible members will be presented to the membership for election.

Section 4. Each membership shall be eligible to cast a vote for the number of Directors to be elected in a given fiscal year. Each family household or guardian represents one membership.

## **ARTICLE VIII – ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP**

- Section 1. The CLUB will hold one (1) meeting annually which will be held in the Spring.
- Section 2. The meetings of the CLUB shall be held on a date specified by Board resolution each year, consistent with these By-Laws.
- Section 3. Special meetings of the membership may be called at the option of the President or when requested by any three (3) members of the Board. Every member shall be notified of such meeting by e-mail at least five (5) days prior to the time of the meeting. No other business other than the slated purpose of the special meeting will be discussed at any special meeting.
- Section 4. Any group of twenty (20) members of the CLUB may submit a written request to the Board to authorize a special meeting, specifying the reason for the meeting. If a majority of the Board agreed to authorize such a special meeting, this Special meeting must be held within fifteen (15) days of the date upon which the Board agreed to call the meeting. Every member shall be notified of such meeting by e-mail at least five (5) days prior to the time of the meeting. An agenda must be prepared by the group requesting the special meeting. No other business may be transacted at such a special meeting other than the reason(s) for which the special meeting was called.
- Section 5. Any action conducted at any annual or special meeting of the membership of the CLUB shall require a quorum. A simple majority of the members of the CLUB shall constitute a quorum for the transaction of business. A CLUB member may vote or be represented by proxy and such proxy may be counted for determining quorum. A proxy must be in writing, signed by the CLUB member, dated, and specific as to the issue being voted on. For the purposes of establishing a quorum, the proxy must be assigned to another CLUB member who will be present at the annual or special meeting, and must give that CLUB member the right to exercise the proxy in regard to all matters transacted at the specified meeting. A proxy must be present at the start of the specified meeting.
- Section 6. A two-thirds (2/3) majority vote of such quorum present or by proxy at the time and place of any annual or special meeting of the membership of the CLUB shall constitute the vote of the CLUB.

## **ARTICLE IX – COMMITTEES**

- Section 1. The Board shall appoint such standing and special committees as they deem necessary and advisable to the extent such committees are not provided in these By-Laws.
- Section 2. Each committee shall, from time to time, make and submit to the Board, such policies as may be deemed wise for the proper control, management and direction of CLUB activities under its charge to the extent such policies do not conflict with these By-Laws. The policies promulgated by the different committees shall be subject to approval by the Board. The CLUB members shall be notified of such rules or any modification thereof.
- Section 3. Each committee appointed by the Board shall be chaired (“CHAIRS”) by a member of the CLUB. The CHAIRS of such committees may or may not also be members of the Board. Additional members of the committee may be members of the Board or of general membership. The CHAIRS of each committee shall report periodically to a specific Board member as appointed by the President. The President will be an *ex officio* member of any committee.

## **ARTICLE X – FINANCIAL**

- Section 1. Discretionary expenditures are to be approved by a majority of the Board members in attendance at a Board meeting. Discretionary expenditures are defined as those which are non-meet related, non-operating and/or non-budgeted expenses as well as all capital expenditures.
- Section 2. A meet entry fee disbursement may be paid by the Treasurer and/or Bookkeeper, provided the Board has approved the meet.
- Section 3. Any and all monies shall be forwarded to the Treasurer who shall deposit the amount collected.
- Section 4. The CLUB shall operate fiscally, from August 1 through July 31.
- Section 5. The Board shall have complete discretion to use for the purposes of furthering the goals of the CLUB any and all monies and funds remaining or left over at the end of the fiscal year.
- Section 6. No Board member may enter into any verbal, written, or contractual agreement representing the CLUB without prior approval of a majority of the Board. All contracts approved by the Board must be signed by the President and one additional officer.
- Section 7. Operating Reserve Fund
- A. The purpose of the Operating Reserves policy for the CLUB is to ensure the stability of the mission, programs, employment and ongoing operation of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the CLUB that the Operating Reserves be used and replenished in a reasonably short period of time. The Operating Reserve policy will be implemented in concert with the other governance and financial policies of the CLUB and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.
- B. The Operating Reserve Fund is defined as the designated fund set aside by the action of the Board of Directors. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations of the CLUB for a set period of time measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes.
- The target minimum Operating Reserve Fund is equal to three months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, facilities fees and meet entry fees. Depreciation, in-kind, and other non-cash expenses are not included in the calculation.



The amount of Operating Reserve Fund target minimum will be calculated each year after approval of the annual budget agreed upon by the Board of Directors and included in the regular financial reports.

- C. The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be maintained in a segregated bank account or investment fund, in accordance with the established investment policies.
- D. The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time gifts or special fund raising appeals.
- E. The use of the Operating Reserves requires three steps:
  - 1. Identification of appropriate use of Reserve Funds  
The Board President will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves and evaluation of the time period that the funds will be required and replenished.
  - 2. Authority to use Operating Reserves  
The Board President will submit a request to use the Operating Reserves to the Board of Directors. The request will include the analysis and determination of the use of fund and plans for replenishment. The CLUB's goal is to replenish the funds used within 12 months to restore the Operating Reserve Fund to the target minimum amount. If the use of the Operating Reserves will take longer than 12 months to replenish, the request will be scrutinized more carefully. The board of Directors will approve or modify the request and authorize transfer from the fund.
  - 3. Report and Monitoring  
The Board President is responsible for ensuring that the Operating Reserve Fund is maintained and used as described in the Policy. Upon approval for the use of Operating Reserve funds, the Board President with the assistance of the Treasurer will maintain records of the use of funds and plan for replenishment. The Board President and or Treasurer will provide regular reports to the Board of Directors of progress to restore the fund to the target minimum amount.
- F. This Policy will be reviewed every other year, at minimum, by the Board of Directors, or sooner if warranted by internal events or changes. Changes to the Policy will be recommended by the Executive Board Members to the Board of Directors for discussion and approval of the modification as necessary.

## **ARTICLE XI – ORGANIZATION**

- Section 1. The CLUB is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any further United States Internal Revenue Law.

Section 2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1 70(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

#### **ARTICLE XII – PROHIBITED ACTIVITIES**

Section 1. No part of the net earnings of the CLUB shall inure to the benefit of, or be distributable to its Directors, trustees, Officers, members, or other private persons, except that the CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the CLUB shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the CLUB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the CLUB shall not carry on any other activities not permitted to be carried on (a) by any entity exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by any entity, contributions to which are deductible under Section 1 70(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Notwithstanding any other provision of these Articles, none of the CLUB's assets or income earned on those assets, shall be loaned, directly or indirectly, to any person or entity.

#### **ARTICLE XIII – CLUB REGISTRATION/AFFILIATION**

The Board will ensure that the CLUB and all its members maintain the appropriate annual membership and registration in good standing and with all dues paid with Illinois Swimming, Inc., USA Swimming, the CLUB and its members will abide by all technical rules promulgated by these bodies.

#### **ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. No Director shall be answerable for any act, neglect, or default of any other Director; and no Director shall be liable, individually or collectively, for any error of judgment, or for any act done or step taken or omitted under the advice of counsel, nor for any mistakes of fact or law, nor for anything which he/she may do or refrain from doing in good faith.

Section 2. Every Director and every Officer of the CLUB shall be indemnified by the CLUB against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he may be a part, or in which he may become involved, by reason of his being or having been a Director or Officer of the CLUB at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a claim for reimbursement or indemnification

hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the CLUB. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

Section 3. The Board of the CLUB shall take all such action as may be necessary and appropriate to authorize the CLUB to pay the indemnification required by this By-Law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Section 4. The Board shall seek out and secure a comprehensive Directors and Officers Liability Insurance policy covering the CLUB. The Board will also secure additional policies covering the CLUB, and any other insurance required or deemed reasonable and necessary by the Board. The Board will by majority opinion determine the limits of liability that should be purchased under each separate policy. Such policy premiums shall be paid for by the CLUB.

#### **ARTICLE XV – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of ROBERT’S RULES OF ORDER NEWLY REVISED shall Govern the CLUB in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the CLUB may adopt.

#### **ARTICLE XVI – AMENDMENTS**

Section 1. These By-Laws may be amended by a resolution, adopted by a simple majority of the entire Board. Board members may be present in person or by properly submitted proxy.

Section 2. A written notice and text of a proposed amendment shall be given to all members of the Board, at least ten (10) days prior to any regular or special meeting of the Board.

#### **ARTICLE XVII - SEVERABILITY**

Invalidation of any part of the Articles contained herein, by judgment of court order, by a court of competent jurisdiction, shall not affect any of the other Articles or provisions, which shall remain in full force and effect.

#### **ARTICLE XIII – GENERAL**

Section 1. These By-Laws shall not deprive the CLUB, the Board, the Officers, and any Director of any right or privilege conferred by the laws of the State of Illinois.

Section 2. Whenever, any notice is required to be given to any member or Director under the provisions of the statutes of the State of Illinois, or under the provisions of the By-Laws of the CLUB, 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 equivalent to the giving of such notice.

## **ARTICLE XIX – DISSOLUTION**

Duly upon a majority vote of the membership in accordance with the provisions found in these By-laws the CLUB may be dissolved. Upon dissolution of the corporation, membership fees corresponding to non-completed portions of the enrolled sessions will be refunded to members as deemed appropriate by the Board. Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XX – ARBITRATION**

Unless otherwise agreed to in writing by the parties at the time of the dispute, any and all controversies, disputes, or claims arising out of or relating to the By-laws, the alleged breach thereof the operation of the CLUB, and claims, controversies or disputes regarding the acts, omissions or any alleged conduct by the CLUB and/or any director or officer, which cannot be resolved amicably by mutual consultation between the parties, shall be settled by final and binding arbitration heard by a competent panel of three (3) arbitrators, one selected by the CLUB, one selected by the member(s), or other party(s) and a third arbitrator selected by the other two (2) arbitrators. In the event the member(s) and CLUB are unable to agree on a third arbitrator, then that dispute shall be submitted to the Court in the Circuit Court of DuPage County for the appointment by the Court of the third arbitrator. The procedures and proceeding shall be conducted pursuant to the Illinois Uniform Arbitration Act (710 ILCS 5/I et seq.), presently in effect or as amended. Any demand for arbitration seeking enforcement of or otherwise founded upon these By-Laws or regarding any disputes herein set forth must be commenced within one (1) year from such action's accrual or will forever be barred. This Article shall survive if these By-Laws should be adjudged void if should be altered, amended or repealed. The parties hereby consent to the exclusive jurisdiction and venue in the Circuit Court of DuPage County, Illinois.

## **ARTICLE XXI – ADOPTION OF THE CLUB BY-LAWS**

These Amended and Restated By-Laws of the CLUB were prepared by the By-Laws committee and are hereby adopted as of the date above to take effect immediately.