

**DARIEN SWIM AND RACQUET CLUB
d/b/a DARIEN SWIM & RECREATION CLUB**

BYLAWS

ARTICLE I

PURPOSES

The purposes of the Corporation as stated in its Certificate of Incorporation are to promote the health, safety, welfare, and enjoyment of individuals through the operations and maintenance of recreational facilities in the Township of Downers Grove, City of Darien, County of DuPage, and State of Illinois; to negotiate and contract with other persons, corporate entities, and governmental bodies upon behalf of the members of this association; and insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and betterment of the members of this Association in the ownership and operation of recreational facilities.

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

OFFICE AND SEAL

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical to such registered office. The official mailing address of this registered office shall be 1001 Hinsbrook Avenue, Darien, Illinois 60561. Any and all correspondence and all other mail shall be directed exclusively to this address.

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”.

The Corporation may do business as DARIEN SWIM AND RECREATION CLUB.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Corporation shall be restricted to persons residing in that area herein referred to as the “Darien Swim & Recreation Club Area” and within the following described boundaries, to wit:

All that area within the following boundaries: Commencing at the Intersection of 63rd Street and Route 83, thence south on Route 83 to the Intersection of 1—55, thence southwest on 1—55 to the intersection of the 19W line, thence north to the beginning of Fairview Avenue. thence north on Fairview Avenue to the intersection of 63rd Street, thence east on 63rd Street to the point of the beginning, until such time as, in the opinion of the Board of Directors it shall become necessary to extend the above boundaries to attain the membership limits as set forth in Section 5 of this Article. However any resident in the Darien Swim & Recreation Club Area who does not purchase a membership may not use the Corporation’s facilities except for activities designated by the Board of Directors.

SECTION 2. No article or provisions of these Bylaws and no rule or regulation promulgated pursuant to these Bylaws shall have the effect or be construed to discriminate against any person or persons due to sex, race, religion, color, or political affiliation. It is intended that all persons residing in the Darien Swim & Recreation Club area shall have the right to a Membership in the Corporation.

SECTION 3. Membership in the Corporation shall consist of family units, and in the discretion of the board of directors individual and/or couple units. A family unit is defined as heads of a family and their children, or other individuals permanently residing in the household that are shown on the application for membership.

SECTION 4. Membership in the Corporation shall consist of classes of members as follows:

(A) EQUITY MEMBERSHIP – a family membership and an owner of a Certificate or bond of a type reflecting equity interest in the Corporation.

(B) GENERAL MEMBERSHIP – A family membership with no equity ownership in the Corporation.

(C) PERSONAL MEMBERSHIP – a membership consisting of two or less individuals residing in the same household.

SECTION 5. The number of total memberships shall not exceed a total of 600 units; of which no more than 500 units can be Equity or General memberships.

SECTION 6. The Board of Directors may provide for the Issuance of Certificates evidencing Equity membership in the Corporation which Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing Equity membership shall be consecutively numbered. The name and address of each member and date of issuance of the Certificate shall be entered on the records of the Corporation. If any Certificate shall become lost, mutilated, or destroyed, a new Certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 7 All members of the Corporation shall be accorded the facilities of the Corporation subject to the rules and regulations as approved by the Board of Directors. A membership identification card shall be issued by an officer of the Corporation to each member, indicating membership in the Corporation. The Board of Directors shall establish rules, terms and conditions upon which guests of members may use the facilities of the Corporation, Any property of the Corporation broken or damaged by a member or his guest shall be promptly paid for by such member. No person may take or borrow any article belonging to the Corporation, without authorization from Corporation manager or officers. No unauthorized intoxicating liquor shall be brought to the Corporation grounds. Authorized intoxicating liquor is limited to those areas approved by the Board of Directors.

SECTION 8 For the purpose of voting representation and quorum count, each membership, of whatever class, in good standing shall be counted as one vote except for when voting on amendments or change to these bylaws as indicated In Article XII, Section 1. This vote may be cast by any adult member of each membership. A proxy card shall count in determining a quorum.

SECTION 9. New members of the Corporation shall be admitted to membership in the order in which they appear on the waiting list (if any). The waiting list shall be kept up to date by the Secretary. All residents of the Hinsbrook Sub-division shall go to the top of said waiting list.

SECTION 10. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued or unpaid.

SECTION 11. (A) A General Membership has no equity interest nor refundable value at any time, and said certificate or any rights thereunder may not be assigned, conveyed, or transferred in any way whatsoever at any time.

(B) A Equity membership has an equity interest and is refundable only in the amount paid for when issued, except for “A” Bonds, which would be refunded at \$400, and Equity memberships or any rights there under may be assigned and conveyed only to a third party bona fide purchaser of said assigning members’ residence. However, a Equity membership holder may apply to the Corporation for a refund and surrender of said bond. The Corporation is under no obligation to give said refund unless the funds are available. The availability of the funds are in the complete discretion of the board of directors.

(C) A Personal Membership has no equity interest nor refundable value at any time, and said certificate or any rights there under may not be assigned, conveyed, or transferred in any way whatsoever at any time. However, if the Personal Membership has been converted from a Equity membership, the refund of said bond would be equal to 75% of the amount paid when issued.

SECTION 12

(A) The Board of Directors, by affirmative vote of two—thirds (2/3) of the members of the Board, may suspend or expel a person within a family membership unit for cause after a appropriate hearing and may, by majority vote of those present at any regularly constituted Board meeting, terminate the membership of such person who becomes ineligible for membership or expel or expend any family membership unit that shall be in default of the payment of dues for the period hereinafter fixed in these bylaws.

(B) The Board of Directors may suspend pool privileges of any member for the violation of the rules and regulations, provided such suspension does not exceed seven (7) days. A written report of such suspension containing reasons therefore shall be submitted to the President within twenty-four (24) hours.

SECTION 13. Upon cessation of a membership for any cause, the membership certificate shall be taken over by the Corporation without reimbursement until resale, of the membership is completed in accordance with Section 11. If there is indebtedness owing the Corporation by the outgoing member, it shall be a lien upon and charged against his membership certificate. Responsibility for future indebtedness by the member shall be terminated upon voluntary resignation as in accordance with Section 10 or by involuntary resignation due to non—payment of dues for the ensuing year in accordance with Article X, Section 2. If the Corporation is unable to obtain possession of the membership certificate, it may be canceled on the books of the Corporation and a new certificate issued in place thereof to a newly elected member on payment by him to the Corporation of the then stated value of a membership as determined by the Board of Directors. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the membership certificate shall be requisite to perfect the transfer to the Corporation, or to a new possessor, and the Treasurer of the Corporation for the time being is hereby authorized, as the attorney of the holder of such Certificate, to make such transfer. Every membership certificate issued is expressly subject to the provisions of this section.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1.

- (A) The annual meeting of the Corporation shall be held during the fourth week of the month of October in each year, at such time and place as the Board of Directors may determine.**
- (B) The annual meeting shall be for the purpose of electing directors, as well as presenting committee reports, and for the transaction of such other business as may be indicated in the notice or brought before it.**
- (C) For the purpose of these by-laws “mail” shall consist of a mailing through the US Postal service by first class mail to the address on the membership application, or in the alternative an electronic “email” sent to an electronic address provided on the membership application.**

SECTION 2. Special meetings of the Corporation may be called by the Board of Directors. Also, upon the written request of twenty (20) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.

SECTION 3.

- (A) Notice of the annual meeting shall be mailed to the members at least ten (1.0) days prior thereto. The notice of the annual meeting shall include the name of candidates nominated by the Nominating Committee and any proposed special assessments.**
- (B) Independent nominations may be made, as provided by article VIII. Section 2.**
- (C) Special meetings of the Corporation may be held on ten (10) day's notice by mail to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted.**

SECTION 4. Only members shall be entitled to vote at meetings of the Corporation. Voting may be by voice, but ten (10) members shall have the right to demand voting by roll call.

SECTION 5.

- (A) One—tenth (1/10) of the members shall constitute a quorum at all Corporation meetings except for the purpose of bylaws change and any proposal of sale, dissolution, or reorganization of the Corporation.**
- (B) For the purpose of bylaws change, one—tenth (1/10) of the Equity members shall constitute a quorum.**
- (C) For the purpose of proposed sale, dissolution, or reorganization of the Corporation, a quorum shall consist of twenty-five percent (25%) of the participating members in good standing.**
- (D) If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.**

SECTION 6. Whenever in these Bylaws notice to members is required, the mailing of such notices to the last known address or email address of the members shall constitute notice.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. The Corporation shall be managed by a Board of Directors, fifteen (15) in number, all of whom shall be adult family members. There shall be at most one officer or board member per family membership.

SECTION 2.

(A) At each annual meeting of members of the club, five (5) directors shall DC elected from among the members to serve for term of three (3) years and until their successors shall have been chosen. No member shall be eligible to serve more than two (2) consecutive full terms as a member of the Board of Directors.

(B) Of the fifteen (15) members comprising the board, at any time a maximum of five (5) members only can be from the membership possessing non—participating members.

(C) Vacancies created, by the resignation of a director prior to the end of his term, shall be filled on the majority recommendation of the board and for the remaining length of the unexpired term.

SECTION 3. Any member of the Board of Directors who shall cease to hold a Membership in the club automatically shall cease to be a member of the Board of Directors.

SECTION 4. (A) The Board of Directors shall hold its first meeting following the annual meeting of the members in each year as promptly as practicable.

(B) The Board of Directors may, by resolution, establish a schedule of its meetings and rules for the conduct thereof.

(C) Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon the request of five (5) members of the Board.

(D) Notice of a special board meeting shall be given to each member of the Board at least (5) days before the date of the meeting.

SECTION 5. Consistent with these bylaws the Board of Directors shall:

(A) Transact all Corporation business and make and amend rules for the regulation of the use of Corporation property.

(B) Appoint and remove such officers, clerks, agent, servants, or employees as it may deem necessary and fix their duties and compensations.

(C) At its discretion authorize, through appropriate definitions of authority and responsibility, an executive committee from among its members to act for it during intervals between regularly scheduled meetings of the Board of Directors.

(D) Fix, impose, and remit penalties for violations of these bylaws and of the rules of the Corporation.

(E) Elect from the Board of Directors a president, a vice president, a secretary, and a treasurer, all of whom shall serve these offices without compensation. All of the above named officers shall have at least one year's Board experience, whenever possible. At its discretion, elect an assistant secretary and/or an assistant treasurer.

(F) Constitute and appoint committees and define the powers and duties of the committees.

(G) Fill any vacancy other than those specified in Article V, Section 2 (C) in the Membership of the Board of Directors to serve until the next annual meeting of members.

SECTION 6. (A) The Board of Directors shall meet at least once a month during the months of March, April, May, June, July, August, and September and at such other times and intervals as it may deem necessary.

(B) Eight (8) members of the Board shall constitute a quorum.

SECTION 7. Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person at either an annual meeting or special meeting called in accordance with these bylaws.

ARTICLE VI

OFFICERS

SECTION 1. The elective officers of this Corporation shall be a president, a vice president, a secretary, and a treasurer. These officers shall be elected annually by the Board of Directors from among its members at the first meeting of the Board following the annual meeting of the Corporation and shall hold office until the end of the first meeting of the Board of Directors following the next annual meeting of the Corporation. For the purposes of these by-laws the term “he” shall reference both male or female individuals.

SECTION 2. The president shall preside at the meetings of the Corporation and of the Board of Directors. He shall be the administrative officer of the Corporation. He shall appoint, subject to the confirmation by the Board of Directors, all standing committees, designating the chairman thereof, and all special committees as may be directed. He shall be, ex-officio, a member of all committees.

SECTION 3. The vice president, in the absence or disability of the president, shall act for the president. He shall, under the direction of the president, attend to the operating and maintenance of the physical plant and properties of the Corporation and shall be chairman of the Pool and Grounds Committee.

SECTION 4. The secretary shall send out the notices of the meetings of the Corporation and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to his office. The secretary shall issue and redeem the Membership certificates and maintain a current list of all members. He shall perform such other duties pertaining to his office as may be required by the Board of Directors.

SECTION 5. The treasurer, in the absence or disability of the president and vice president, shall act for the president. He shall attend to keeping the accounts of the Corporation, collecting its revenue, and paying its bills as approved by the Board of Directors or other agency authorized by the Board to incur them. He shall deposit funds of the Corporation received by him in the name of the Corporation in such depository as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board of Directors. The treasurer must be bonded.

SECTION 6. The assistant secretary and assistant treasurer shall perform such duties as may be assigned to them by the secretary or treasurer, respectively. or by the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. (A) The Standing Committees shall be Pool and Grounds, Social, Newsletter, Concession, Rental and Membership.

(B) The duties and powers assigned in these bylaws to the Standing Committee shall be subject to the authority of the Board of Directors.

(C) The president shall appoint a nominating committee in August of each year for the purpose of nominating prospective board members at the October

SECTION 2. The Pool and Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the operation, improvement, and maintenance of the pool, buildings, equipment, personnel, and grounds; and shall have authority thereover; including enforcement of appropriate rules and regulations of and good conduct for operation of the facilities as the Committee determines.

SECTION 3. The Social Committee shall prepare the program of instructions and entertainments and exercise supervision over the same.

SECTION 4. The Newsletter Committee shall attend to the publicity of affairs of the Corporation which are of general interest, and prepare and mail newsletter apprising the membership of club events and activities.

SECTION 5. The Membership Committee establishes and administers all programs for the purpose of marketing, promoting and maintaining membership in the Corporation in accordance with Article III.

SECTION 6. The Concession Committee exercises supervision of the concession activities; attends to the operation, improvement, and maintenance of the concession area; and participates in the hiring and scheduling of concession personnel.

SECTION 7. The Rental Committee shall oversee the rental of the clubhouse.

SECTION 8. Each Standing Committee shall prepare a brief written report of its activities for the year to be presented at the annual meeting. A copy of these annual reports shall be maintained by the secretary in a Corporation History file.

ARTICLE VIII

NOMINATIONS

SECTION 1. (A) There shall be a Nominating Committee to be composed of two or three board members. The purpose of this committee is to interview and nominate candidates to fill board of director vacancies.

(B) The Nominating Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the annual meeting and shall report such nominations to the Board of Directors at the September Board of Directors meeting.

SECTION 2. Independent nominations of candidates for election at the annual meeting may be made by a letter, signed by fifteen (15) members, and delivered to the Secretary at least twenty (20) days before the annual meeting.

SECTION 3. Nominations may be made from the floor at the annual meeting.

ARTICLE IX

FINANCIAL POLICY

SECTION 1. The fiscal year of the Corporation shall be on the first day of April and end on the last day of March in each year.

SECTION 2. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at 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 any proper purpose at any reasonable time.

SECTION 3. The Board of Directors may direct an audit of the books of the Corporation by auditors selected by the Directors. The auditor may be a member of the Corporation. The report of the auditor shall be available to the members at all times.

SECTION 4. The Board of Directors shall designate the bank or banks in which the funds of the Corporation shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Corporation shall be executed. However, the Board of Directors shall always require that two (2) authorized directors, one of whom is bonded, sign all such checks, drafts, or other instruments for the payment of money drawn in the name of the Corporation. The Board of Directors, by annual resolution, may establish a threshold for which checks are drawn on the Corporation's operating checking account for the payment of customary operating expenses and may be signed by either the President or the Treasurer.

SECTION 5. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 6. Each person who acts as a director or officer of the Corporation shall be indemnified by the Corporation in accordance with the provisions of Section 108.75 of the Illinois Not-For-Profit Corporation Act (805 ILCS 105 /108.75).

SECTION 7. Any taxes which may become due and payable under applicable provisions of the Internal Revenue Code shall be paid by the dues paying members.

ARTICLE X

DUES AND FEES

SECTION 1. (A) The Board of Directors shall establish dues for the ensuing year by its regular February meeting. Such dues shall be sufficient to provide for the necessary operating expenses of the Corporation and the proper maintenance and minor improvement of its property. Dues shall be payable by such date as set by the Board and payable to Corporation.

(B) Dues for General membership shall be assessed at the rate assessed Equity Memberships, plus the sum of \$80.00. The Dues for all Personal memberships shall be the same whether or not it was converted from an Equity membership. A one-time initiation fee for a General or Personal Membership may be administered and shall be determined by the discretion of the Board of Directors.

SECTION 2. Any member falling to pay dues established for the ensuing year on or before the 10th day of the month following the date the Board designates that dues are payable shall be deemed to have resigned. Resignation on such date will be considered automatic and without notice. Such resignation will result in cessation of any further membership rights, as well as any obligation to pay such ensuing year's dues. Participating members deemed to have resigned on such date and in such manner shall be placed in alphabetical surname order on the waiting list -in accordance with Article III, Section 9.

Any participating member who has resigned voluntarily or by non—payment of dues as in Section 2 (A) and whose membership certificate has not yet been sold in accordance with Article III, Section 11 as well as any non—participating member who has resigned voluntarily or by non-payment of

dues as in Section (A) may reinstate his former membership rights by:

1) removing his name from ay waiting or resignation list, 2) paying any past due

indebtedness and his respective membership dues for the fiscal year in which reinstatement of membership is requested, and 3) making a non-refundable payment equivalent to the one—time initiation fee as established by the Board of Directors for new General Memberships.

Any member falling to pay any assessments or any other charges or indebtedness within thirty (30) days of the date notification was given that such indebtedness was due and payable shall be suspended automatically. Any person thus suspended shall immediately be notified in writing of his suspension, and if his indebtedness shall not be paid within thirty (30) days after the sending of such notice, he may lose his membership subject to approval of the Board of Directors. The Board of Directors may reinstate any member upon request and repayment of all indebtedness to the Corporation at its discretion.

SECTION 3. Members shall be responsible for the payment of all charges incurred by guests introduced by them.

SECTION 4. All fees and other charges mentioned herein are exclusive of taxes imposed by the federal, state, and other governmental bodies and agencies.

SECTION 5. In the event of the dissolution of the Corporation in any manner or for any cause, and in no other event, upon the effective date of the dissolution of the Corporation, the surplus remaining shall be paid and distributed pro rata among the members holding certificates classified as refundable purchased from the club at full value or any other source at any value. Members holding certificates classified as non-refundable purchased at discounted rates, as established by the Board of Directors, will not be entitled to participate in any surplus distribution.

ARTICLE XI

MISCELLANEOUS

SECTION 1. Whenever any notice whatever is required to be given under the provisions of the General Not For profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 2. The provisions of these bylaws as presently constituted or as they may be lawfully amended with the provisions hereof, shall be binding upon all members and shall supersede and hold for naught any pre-incorporation documents, brochures, application forms, letters, and the like.

SECTION 3. Any questions as to the proper interpretation of any of the provisions of the bylaws may be determined by the Board of Directors.

SECTION 4. It shall be understood that, where appropriate, gender, singular, and plural may be changed to effect a reasonable interpretation of these bylaws.

SECTION 5. In the event an Equity member is unable to participate in a special meeting he may vote by proxy card. All proxy cards must be submitted to the Secretary prior to the call to order of the special meeting. The proxy card must appoint an Equity member or a member of the board of directors to cast his vote.

ARTICLE XII

AMENDMENTS

SECTION 1.

- (A)** These bylaws may be amended by a two-third (2/3) vote of the Equity members present in person, or by proxy vote at any meeting of the Corporation, provided at least ten (10) days notice of amendment meeting shall be given to each Equity member by mail and a bylaws quorum exists as provided in Article IV, Section 5.
- (B)** Sale, dissolution, or reorganization of the Corporation must be approved by a two—third (2/3) vote of the Equity members constituting a quorum in person at a specially called meeting of the Corporation so called with at least ten (10) days written notice, mailed by registered letter, of such proposal of sale, dissolution, or reorganization.
- (C)** For the purposes of determining a quorum, a proxy card shall be determined as a “present” member.

Revised: January, 1977

Revised: January, 1978

Revised: March, 1979

Revised: October, 1983

Revised: October, 1986

Revised: October, 2011