

BY-LAWS

Colony West Swim Club, Inc.
Not for Profit

ARTICLE I: NAME OF CORPORATION

In accordance with the charter granted by the State of Illinois, the name of this organization shall be the COLONY WEST SWIM CLUB, INCORPORATED.

ARTICLE II: PURPOSES

This organization shall actively participate in the policy and operation of all the facilities located in the 2700 block of Bennington Drive in the City of Springfield, Sangamon County, Illinois as a neighborhood recreational facility. The legal address of this facility is 2725 Bennington Dr. This participation shall take the form of:

- A. Policy making, maintenance and operation of the facility.
- B. Ownership of any or all parts of the facility.

ARTICLE III: MEMBERSHIP

Section 1: MEMBERSHIP SUBJECT TO BY-LAWS

All memberships shall be subject to all the By-laws, and Standing Rules as adopted, or hereafter adopted, and such By-laws, and Standing Rules shall be considered as an essential part of the contract of membership by the organization and each member.

Section 2: THOSE ELIGIBLE FOR MEMBERSHIP

Membership may be offered by the Board of Directors to families or individuals residing in Sangamon County, State of Illinois.

Section 3: CLASSES OF MEMBERSHIP

- A. A family membership shall entitle all permanent residents of the same household to the use of all organization facilities. Proof of residency shall be required for all adult children above age 22 and permanent residents other than immediate family.
- B. An individual membership shall entitle only the named individual to the use of all organization facilities. An individual membership in the name of a minor shall be

considered a donor membership with all voting rights of said membership being fully vested in the parent or guardian of said minor.

- C. A transitional membership shall entitle the adult child of a family membership to remain a member after changing residency. Said adult child must currently reside at the family residence and the family must have an active family membership. The transitional membership name is place on the waitlist. In the interim, this individual will be allowed to use the pool after paying the current individual dues. When the waitlist name is eligible for a membership offer, the transitional member **must** pay the appropriate initiation fee or membership will terminate and the name will be removed from the waitlist. In the event the transitional member shall marry in the interim, the transitional membership will terminate and the said person shall have to wait until the waitlist name is eligible for a membership offer. Said adult child, transitional membership, is exempt of all voting rights.

Section 4: MEMBERSHIP APPLICATIONS

Membership shall be offered at the discretion of the Board of Directors and in accordance with Article VII, Section 4. Applicants for membership shall complete an application on a form provided by the organization. The application shall be retained as a permanent record of the organization. This application shall be submitted with the appropriate membership fee as determined by the Board.

Section 5: ESTABLISHMENT AND PAYMENT OF MEMBERSHIP DUES AND SWIMMING FEES OF GUESTS

- A. The Board of Directors shall have authority to establish the annual dues and the late payment penalty to be paid by members. The Board shall further have the authority to determine a fee for swimming privileges of guests and establish any pro-rated fees for any new members approved during the current operating season.
- B. Annual dues are payable in full on May 1st each year and become delinquent after that date, with the penalty established by the Board. Nonpayment of dues by the pool opening date is cause for expulsion unless a letter requesting a one year leave of absence reaches the Board by that date.

Section 6: VOTING RIGHTS

All classes of membership, with the exception of the transitional membership, shall be entitled to one vote on each matter submitted to the vote of the membership. This vote may be cast by the member, parent or guardian of said member, or in the member's absence, by an authorized proxy.

Section 7: SALE OF TRANSFERABLE MEMBERSHIPS BY THE ORGANIZATION

- A. In the event a current member with a transferable membership shall terminate membership by reason of moving from Sangamon County, the member may elect to permit the Board of Directors to offer such membership for sale. The new membership shall not be transferable. Resale of the membership shall be from the established waiting list. Colony West Swim Club is under no obligation to purchase a transferable membership.
- B. Transferable memberships shall be resold at the discretion of the Board for the best price obtainable; provided, however that in no case shall the seller receive more than the amount of the original purchase price. Any profit from such sale shall be placed in the general account of the organization.

Section 8: MEMBERSHIP YEAR

The membership year shall be from May 1 of each year through April 30 of the succeeding year.

Section 9: EXPULSION OR SUSPENSION

- A. The Board of Directors shall have the power to suspend or expel the membership rights of any member for conduct prejudicial to the interest of the organization upon affirmative vote of a majority of all members of the Board.
- B. Before any member shall be suspended or expelled, the Secretary shall notify the member by registered mail that at a meeting of the Board of Directors, time and place of which shall be stated in said notice, and which shall be mailed at least ten (10) days prior to the date of the meeting, the question of the member's suspension or expulsion will be considered and acted upon, advising the member of the reason, or reasons for the Board's actions.
- C. If the member does not appear at the appointed time nor advise the Board in writing of the reason for not so appearing, the Board at its discretion, may either continue the matter until the next meeting of the Board, or then and there proceed to act upon the matter.

ARTICLE IV: MEETINGS

Section 1: ANNUAL MEETING

An annual business meeting for the election of members of the Board of Directors and transaction of other business relative to the affairs of the organization shall be held no later than 30 days prior to the end of each fiscal year. Directors elected shall take office as of the first day of each fiscal year.

Section 2: SPECIAL MEETINGS

Special meetings of the organization members may be called by the Board of Directors, or may be called upon written request of not less than ten (10%) percent of the members.

Section 3: NOTICE OF MEETING

All members shall be notified personally or by written or printed notice of the time, place, and purpose of any meeting of the organization. Notices deposited in the mail, postage prepaid, to the last address shall be deemed sufficient notice.

Section 4: BUSINESS TO BE TRANSACTED AT MEETINGS

Any and all business of the organization, excepting special assessments, may be transacted at the annual meeting without regard to the stated purpose contained in the notice thereof but no business shall be transacted at special meetings other than that specified in the notices of such special meeting.

Section 5: OPEN MEETINGS

All regular or special meetings of the membership are open to the public, however, holding office, making motions, debating and voting are limited to members.

ARTICLE V: GOVERNING BODY

Section 1: BOARD OF DIRECTORS

The government of this organization shall be vested in its Board of Directors. The Board of Directors shall manage the affairs and assets of the organization. The affairs of the organization shall be taken to include, but not necessarily be limited to, promulgation of Rules and Regulations for the organization facilities and definition of the organization of the organization policy relating to the use of the facilities by guests or members.

Section 2: NUMBER, TENURE AND QUALIFICATION OF DIRECTORS

The organization shall elect nine (9) directors, all of which shall be members in good standing. These directors shall constitute the Board of Directors.

At each annual meeting, three (3) directors shall be elected to three (3) year terms to fill the vacancy of those whose terms expire at the end of the fiscal year. No director elected to the Board of Directors after September 1, 1991 shall serve more than two (2) consecutive terms.

At least three (3) members of the Board of Directors shall be residents of Colony West Subdivision.

Section 3: NOMINATION AND ELECTION OF DIRECTORS

The Board of Directors shall appoint a nominating committee who shall at the annual meeting propose at least one person eligible for election to each vacancy on the Board of Directors. Nominations for members of the Board of Directors shall also be open from the floor at the annual meeting. At the close of nominations, the election shall then be conducted. Nominees for each term of office receiving the greater number of votes shall be considered elected to fill the existing vacancies.

Section 4: VACANCIES

Any vacancy occurring on the Board of Directors shall immediately be filled by the Board. Any member appointed by the Board of Directors shall serve until the next annual meeting. At such annual meeting, a new Director shall be elected for the unexpired term.

Section 5: FINANCIAL STATEMENTS

The Board of Directors shall secure a review and audit of the financial accounts and records of the organization annually.

Section 6: FISCAL YEAR

The fiscal year of the organization shall begin on the first day of November each year and end on the last day of October in the following year.

ARTICLE VI: OFFICERS

Section 1: ELECTION OF OFFICERS

The officers of this organization shall be President, Vice-President and Secretary-Treasurer. The officers shall be elected by and from the Board of Directors following the annual election of the Board of Directors. All officers shall be elected or appointed for a one (1) year term.

Section 2: PRESIDENT

The President shall be the Chief Executive and Administrative Officer of the organization. The President shall preside at all meetings of the organization and supervise all activities of the organization and its employees.

Section 3: VICE-PRESIDENT

The Vice-President, in the absence or inability of the President to act, shall act in his/her stead.

Section 4: SECRETARY – TREASURER

The Secretary – Treasurer shall issue calls for meetings, keep the minutes of meetings, attend to the correspondence pertaining to the organization and assist in the financial operations of the organization.

ARTICLE VII: ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS

Section 1: CONTROL

The organization's Board of Directors shall manage and control the property and assets of the organization.

Section 2: FUNDS

Funds may be raised by membership fees, annual dues, special assessments or in any other manner approved by the Board of Directors. All funds raised shall be deposited in the general account of the organization. Such funds as are necessary to defray expenses of operation or activities shall be approved and transferred to the operating account or appropriated to such funds as the Board of Directors shall from time to time deem advisable to establish.

Section 3: ANNUAL BUDGET

An annual budget shall be prepared by the Board of Directors and shall be available for examination by any member upon request. The budget submitted shall cover the fiscal year beginning on November 1st.

Section 4: TOTAL MEMBERSHIP

- A. The organization shall issue no more memberships than may reasonably be served by the facilities.
- B. In the event that memberships reach the limit as set by the Board of Directors, a waiting list shall be established and maintained. As membership vacancies become available membership invitations shall be offered from the waiting list according to the date the prospective member made application, except for those prospective members who reside in that area bounded by Iles on the north, Arlington on the east, Lombard on the south and Interlaken on the west, (known as the original Colony West subdivision), who shall be offered membership immediately and forgo being placed on the waiting list.

Section 5: SPECIAL ASSESSMENTS

The Board of Directors may levy special assessments on memberships, subject, however, to the approval of a two-thirds (2/3) majority of the total members present at any meeting of the organization upon notice of such intended assessment and meeting being given as provided herein.

Section 6: DISSOLUTION OF ASSETS

Disposed of in whatever manner the Board of Directors should determine and the proceeds of any such sale or disposition returned to the then active membership.

Section 7: MEMBERSHIP CONTROL

The Board of Directors shall establish the initial membership fees, annual dues and amount of any special assessments required. Initial membership fees may be waived for a previous member who had requested, in writing, a leave of absence which was approved by the Board.

ARTICLE VIII: COMMITTEES

There shall be such committees as may be required by the organization to promote the purposes, objectives and interests of the organization. Chairpersons of all committees shall be appointed or removed by the President, such action having first been approved by the Board of Directors, and the Chairperson in turn shall select the number of members required to complete such committee.

ARTICLE IX: STANDING RULES

Section 1: FORMATION

The Board of Directors may formulate Standing Rules to supplement the By-Laws.

Section 2: ADOPTION

Standing Rules may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of said Board of Directors, provided however, that the proposed new Standing Rule(s) be submitted to each Director in advance of such regular or special meeting.

ARTICLE X: RESTRICTIONS

Section 1:

This organization shall be non-commercial, non-partisan, non-racial and non-sectarian. No commercial enterprise and no candidate for public office shall be indorsed by it. Neither the name of the organization nor the name of its governing body in their official capacities shall be used in connection with a commercial concern or any partisan organization. This section is not intended to regulate the commercial nature of organization fund raising projects.

Section 2:

This organization shall wholly abstain from any political or labor affiliation.

Section 3:

This organization may cooperate with other organizations active in matters of common interest providing such cooperation will not violate any policies or objectives of this organization.

ARTICLE XI: SPECIFIC RIGHTS OF MEMBERS

Section 1: EVIDENCE OF MEMBERSHIP

The Board of Directors may provide for the issuance of documents evidencing membership in the organization.

Section 2: COPIES OF BY-LAWS

Copies of the By-Laws and Standing Rules shall be made available to all members.

Section 3: ATTENDANCE AT MEETINGS

Members in good standing may attend any meeting of the Board of Directors.

Section 4: MEMBERSHIP OF DECEASED PERSONS

Upon the death of a holder of a family membership in the organization such membership shall immediately vest in and become the sole property of the surviving spouse. In the event there is no surviving spouse or in the case of an individual membership the membership shall become null and void. Extenuating circumstances will be referred to the Board of Directors.

ARTICLE XII: RECORDS

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, and shall keep a record giving the names and addresses of members entitled to vote. All books and records of the organization may be inspected by any member or his agent for any proper purpose at any reasonable time.

ARTICLE XIII: QUORUM

Section 1: MEMBERSHIP

A quorum for the transaction of business at any meeting of the membership shall consist of those members present who are in good standing and entitled to vote.

Section 2: BOARD OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3: REQUIREMENTS

No business may be transacted without a quorum.

ARTICLE XIV: RULES OF ORDER

The rules contained in "Robert's Rules of Order – Revised" shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws and Standing Rules of this organization.

ARTICLE XV: PROCEDURES FOR AMENDING BY-LAWS

Section 1: PROCEDURE

Proposed amendments to these By-Laws may be submitted in writing to the Secretary by any member of the organization. The Secretary shall promptly notify all Directors.

Section 2: ENACTMENT

Amendments to these By-Laws may be made at any regular or special meeting of the organization upon approval by two-thirds (2/3) vote of the members presents.

COLONY WEST SWIM CLUB

RESOLUTION

Be it resolved that Colony West Swim Club will indemnify any Member of its Board of Directors for any liability incurred due to normal operations of the Colony West Swim Club.

August 24, 2001