

**BY-LAWS OF**  
**MAPLEBROOK II SWIM & RACQUET CLUB**  
**52 W. BAILEY ROAD**  
**NAPERVILLE, ILLINOIS 60565**

**ARTICLE I**

**ORGANIZATION**

**SECTION 1.** Maplebrook II Swim & Racquet Club, Inc. (the “Club”) is incorporated under the not-for-profit laws of the State of Illinois. Its object is the promotion of swimming, tennis, and other outdoor sports and the ownership and maintenance of the grounds, clubhouse, and appurtenances necessary for these purposes.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1.** There shall be two classes of membership: Equity Members and Annual Members. The rights and privileges of such classes of membership shall be defined herein. The use of the pool, tennis courts, and the other facilities and privileges of the Club shall be limited to members in good standing, and their guests. Such use and privileges shall be subject to the rules, regulations, and restrictions as shall be established by the Club By-Laws and the Board of Directors.

**SECTION 2.** Equity memberships are primarily intended for resident owners or leasees of single family residences in the Maplebrook II and Maplebrook South subdivisions of the city of Naperville, Illinois.

## **ARTICLE II - MEMBERSHIP (con't)**

All equity members in good standing shall enjoy voting privileges. Each equity membership certificate shall be entitled to one vote. Equity memberships may be acquired and retained by resident owners or leasees of single family residences outside of the Maplebrook II and Maplebrook South subdivision, in accordance with membership ownership and transfer provisions established herein or as may be determined by the Board of Directors.

**Section 3.0.** Equity memberships may be purchased from the Club and shall not be transferable except as provided in Section 7 of this Article. There shall be a membership fee and a transfer fee as indicated below in Sections 3.2 and 3.3 of this Article. Every person desiring membership shall make written application to the Board of Directors through the Club Membership Secretary. The Board of Directors shall review all applications for membership.

Upon acceptance of the application by the Board of Directors, the applicant's name shall be placed below the previous applicant's name on the membership waiting list. The length of such list and the privileges accruing thereto shall be established and controlled by the Board of Directors.

**Section 3.1.** The immediate family and other permanent residents, living at the residence of the member, shall enjoy the privileges of the Club subject to the By-Laws, and the rules and regulations as prescribed by the Board of Directors only if such residents are registered, in writing, with the Club Secretary.

## **ARTICLE II - MEMBERSHIP (con't)**

Updated February, 2001

**Section 3.2.** The equity membership fee and redemption value of an equity certificate shall be one and the same. That value shall be \$1,400.00.

**Section 3.3.** The equity membership transfer fee shall be \$25.00. The transfer fee must be paid prior to transfer of membership certificate and shall be paid to the Club Membership Secretary. All transfer fees must be paid in full for a member to be considered in good standing.

**Section 4.** Certificates of membership shall be contained in a book and be issued therefrom, under the corporate seal of the Club, in consecutive order, and shall be numbered, registered, and signed by the President of the Board of Directors and by the Club Membership Secretary.

All certificates returned to the Club shall be canceled and retained by the Membership Secretary. Such canceled certificates shall be replaced in their original place in said book.

**Section 5.0. ANNUAL MEMBERSHIPS** - The Club fiscal year shall begin November 1<sup>st</sup> and end October 31<sup>st</sup> of each year. On or before April 1<sup>st</sup>, each year, the Board of Directors shall determine whether sufficient equity memberships have been issued and maintained to defray the estimated operating cost of the Club for the current fiscal year. If it is determined that an insufficient number of equity memberships have been maintained, the Board of Directors shall take appropriate action to meet the estimated operating expenses. These actions may include, but are not limited to, the issuance of sufficient annual memberships as are needed to defray the projected operating deficiency.

## **ARTICLE II - MEMBERSHIP (con't)**

**Section 5.1.** Annual memberships can be issued at any time at the discretion of the Board of Directors.

**Section 5.2.** Annual members shall have no voting rights or other ownership interest in the property or assets of the Club. Annual memberships shall not be renewable except as approved by the Board of Directors.

**Section 5.3.** Annual memberships shall be issued only to a resident of Naperville who is living within the boundaries of the Club as established by the Board of Directors and who has made and had approved an application for membership as stipulated in Article II, or has acquired a membership certificate under the transfer provisions of Article II.

**Section 6.** When the combined total of equity members and annual members, in any fiscal year, totals 400; no additional annual memberships shall be issued in that fiscal year except as provided in section 5.0 of Article II.

### **Section 7 - SALE, TRANSFER, AND REDEMPTION OF EQUITY MEMBERSHIP CERTIFICATES.**

An equity member who ceases to be a resident owner or leasee of a single family residence within the boundaries of the Club as determined, at the time of said sale or transfer, by the Board of Directors, may proceed with the disposal of their membership certificate under one of the following sale and/or transfer options:

1. An equity member may not retain their certificate if that member moves out of the determined boundaries of the Club. At that time the certificate

must be returned to the Club Membership Secretary for

**a. ARTICLE II - MEMBERSHIP (con't)**

- 2.
3. redemption or it shall be voided and sold at the discretion of the Board of Directors. Any transfer or attempted transfer via private means, not in accordance with these By-Laws, shall be deemed void as an unauthorized transfer, and will not be honored by the Club nor its Board of Directors.
  
2. The member can sell their certificate to the purchaser of their residence; provided that such residence is currently within the boundaries of the Club as established at the time of transfer by the Board of Directors. The price of the certificate shall be determined by the seller and the purchaser of said residence. The seller must notify the Club Membership Secretary, in writing, of the impending transfer and arrange for the transfer of the membership certificate and the payment of the transfer fee.
  
3. An equity member, who is not indebted to the Club, at any time, may tender their equity membership certificate to the Membership Secretary for cancellation for its redemption value. Payment of the redemption value to such member by the Club shall be in the order of receipt of the cancellation/redemption request. Payment of the redemption value shall be made as the canceled/reissued certificate is sold to a new equity member.

The Board of Directors shall have the authority to pay the redemption value to canceling equity members in advance of

the time otherwise provided for in this section. Any such advance payments shall be in the same sequence of priority as provided herein and shall require a majority vote of the Board of Directors.

**Section 8.** Except as otherwise provided in these By-Laws, the Board of Directors may forfeit all rights, interest, and equity in the Club and its property of any person who, for any cause, shall cease to be a member of the Club.

**Section 9.** Upon the death of an equity member in good standing, the membership certificate shall be charged with regularly accruing dues until such certificate is canceled or renewed by the surviving spouse; such liability shall not exceed three months after the date of such death. Upon written notice of cancellation the equity member's estate shall be paid the current redemption value of the membership certificate, subject to the provisions of Article II of the By-Laws. A spouse of a deceased member, upon application to the Board of Directors, shall be entitled to renew said certificate without payment of an initial membership certificate or transfer fee provided the deceased's indebtedness, if any, to the Club shall have been paid in full.

**Section 10.** The annual dues of equity members shall be payable in an amount and on the date as determined by the Board of Directors for each fiscal year. The Board of Directors may change the amount of the annual dues or levy special assessments against equity memberships from time to time as, in their sole discretion, the exigencies of the Club may require; provided, however, that no special assessment shall be valid until the same shall have been ratified and approved by a majority of the equity members present in person or by written proxy at a regular meeting, or at a special meeting called for the purpose of

## **ARTICLE II - MEMBERSHIP (con't)**

considering same. New equity members accepted during June, July, and August shall pay dues from the effective date of their membership as fixed by the Board of Directors.

**Section 11.** Equity and annual members shall by the 15<sup>th</sup> day of May notify the Board of Directors of their intention to maintain their membership for the current fiscal year. Dues of members terminating their membership shall be refunded on a pro rata basis in accordance with the number of days of the Club season, defined for the purpose of these By-Laws as Memorial Day to Labor Day, that have elapsed at the time such membership is terminated, as determined by the Board of Director in accordance with a uniform policy established at the beginning of the year; provided, however, that no refunds shall exceed 75% of the annual dues nor shall any refunds be made in the case of membership terminations taking place after July 15<sup>th</sup> of the current year.

**Section 12.0.** When the annual dues or other indebtedness shall remain unpaid for a period of twenty days after the first notice thereof has been mailed first class, postage paid, to the last address of record, a second notice shall be mailed via certified mail to the member's address. If the indebtedness still remains unpaid ten days after the second notice has been sent, the equity member shall be deemed suspended and the Board of Directors shall forfeit the membership. All rights, privileges, in and to the Club's use and property, of said membership, shall again be vested in the Club. A member whose membership has been forfeited may be reinstated within three calendar months after such forfeiture, upon payment of all the members arrears and by a favorable vote of five of the Board of Directors. The second

notice, to any such member by certified mail to the last address on the Club's records, shall be sufficient notice of forfeiture for

## **ARTICLE II - MEMBERSHIP (con't)**

nonpayment. It shall be mandatory upon the Board of Directors to suspend the privileges of said membership after the mailing of the second notice. It shall also be mandatory upon the Board of Directors to offer for sale the membership certificate of said forfeited member within no more than 20 days after the expiration of the ten day period under the second notice of indebtedness. Repayment of the membership certificate fee/redemption value to the forfeited member shall be subject to the provisions of Article II. The repayment sum shall be determined by the Board of Directors.

**Section 12.1.** The Board of Directors shall have the power to waive the provisions on Section 12 at their discretion in emergency situations.

**Section 12.2** Annual dues paid late will include a late fee, which will be set at the Board's discretion.

**Section 13.** All dues and all assessments levied by the Club against each equity member shall be a first lien upon the membership certificate.

**Section 14.** In the event of any dissolution of the Club, all assets remaining after all liabilities and obligations of the Club have been paid or adequate provisions made thereof, shall be distributed in equal shares to equity members of record of the Club at the time of the dissolution and distribution. No equity member shall have any rights to any assets or property of the Club, except in the event of dissolution, and in such case, only as specifically provided in this section.

## **ARTICLE III**

### **MANAGEMENT**

**Section 1.** The control and management of the club and its affairs and property shall be entrusted to a Board of nine Directors. The Directors shall select a President who will preside at all meetings of the Board of Directors.

**Section 2.** The annual meeting and election of Directors of the Club shall be held on the third Sunday in November of each year or at such other date during said month as the Directors in their discretion may determine, at such time and place as the Board of Directors shall direct, notice of which time and place shall be posted by mail to the equity members of the Club at least ten days before such meeting; but such meeting may be adjourned from time to time as shall be found necessary. The Directors elected at such annual meeting shall take office immediately.

**Section 3.** The Directors shall hold office for three years and until their successors are fully elected and qualified. The provision for the election of Directors as set forth in Article III, Section 4 herein, shall be construed to be applicable to only such vacancies in the Board of Directors as arise by reason of the operation of this Section 3.

**Section 4.** Members of the Board of Directors shall be elected annually by the equity members and the plurality of votes shall be used as the basis for election. At least 30 days before the

annual meeting, the Board of Directors shall appoint a nominating committee consisting of six equity members of the Club, two of whom shall be continuing Board Directors. Such

### **ARTICLE III - MANAGEMENT (con't)**

nominating committee shall nominate candidates for the Board of Directors for the succeeding fiscal year. No later than 10 days before the annual meeting, the nominations so made shall be posted to each equity member. Twenty-five or more equity members may nominate other equity members as candidates for the Board of Directors by filing with the Board a written nomination at least 30 days prior to the annual meeting. The Club Secretary will promptly post notice of any such additional nominations to all equity members and, if possible, such notice shall be posted with that of the nominating committee candidates.

**Section 4.1.** Not more than two newly elected Directors may reside outside the boundaries of Maplebrook II and South. Not more than four Board members at any time shall reside outside the boundaries of Maplebrook II and South.

**Section 5.** The Board of Directors shall have the power to fill any vacancy that may occur in their own number. The Directors or Officers so appointed shall serve out the remaining term of the Director or Officer they are replacing. Five members of the Board of Directors shall constitute a quorum for the transaction of business and the action of a majority of such quorum shall be the action of the Board of Directors, but a less number may adjourn from time to time. Officers and Directors shall serve without compensation, provided however that they shall be entitled to reasonable out-of-pocket expenses necessarily incurred by them in the performance of their Club duties.

**Section 5.1.** If any Director fails to attend four meetings of the Board in any fiscal year, the Board may in its sole discretion declare the office vacant.

### **ARTICLE III - MANAGEMENT (con't)**

**Section 6.** The regular meetings of the Board of Directors shall be held each month, on such day of each month as the Directors shall decide, and at such time and place as they shall determine. Special meetings may be called on the order of the President or on the written motion of five Directors. At least two days actual notice of each special meeting, specifying its object, shall be given by mail or telephone to each Director.

**Section 7.** The Officers of the Club shall be a President, Vice-President, Secretary, Treasurer, and Membership Secretary. They shall all be Directors and elected by the Directors at the first regular or special meeting of the Board of Directors subsequent to the annual election of Directors and shall hold their respective offices for one year, and/or until their successors are elected and qualified. The officers shall be subject to the control of the Board of Directors and may be removed by a majority of the Directors at any regular meeting or at any special meeting called for that purpose.

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

**Section 9.** The Vice-President shall perform the duties of the President in the event of death, absence, inability or refusal to act.

### **ARTICLE III - MANAGEMENT (con't)**

**Section 10.** The Secretary shall attend the meetings of the members and of the Board of Directors, and shall keep in a book or books of the Club provided for that purpose, true and correct records of all the meetings; shall give all the notices herein provided for or required by law, or that may from time to time be necessary or expedient; shall have custody of the corporate seal, charter, By-laws and records; shall conduct its correspondence, except such as belongs to the office of the Treasurer; and shall perform such other duties as are usual to the office or as may be required by the Board of Directors. The Secretary shall at all times be subject to the direction and control of the Board of Directors.

**Section 10.1.** The Membership Secretary shall be a member of the Board of Directors and shall be appointed at the first regular or special meeting of the Board of Directors subsequent to the annual meeting and serve a term of one year, and shall assist the Secretary with regard to keeping true and correct records of new applications and transfer of all membership certificates, and to otherwise assist the Club Secretary.

**Section 11.** The Treasurer shall keep all accounts of the Club in books belonging to the Club, which shall at all times be open to the inspection of the Board of Directors. The Treasurer shall collect and disburse the funds of the Club under the direction of the Board of Directors. If requested by the Board of Directors, the Treasurer shall render a statement in writing at each regular meeting of the Board of Directors, showing the receipts,

disbursements and expenses during the preceding months, the amounts due from members and the cash balance on hand, and as far as practicable, the outstanding complete balance sheet showing the financial condition of the Club and full report in

### **ARTICLE III - MANAGEMENT (con't)**

detail of the receipts, disbursements and expenses of the fiscal year just closed, which balance sheet and report shall be printed and distributed to the members at the annual meeting. The Treasurer shall keep the funds of the Club or other financial institution to be designated by the Board of Directors and shall furnish such bond as the Board of Directors may require, such bond to be deposited with and kept by the President. Club funds may be used to purchase certificates of deposit, commercial paper, government or corporate bonds or other short-term debt instruments that would qualify as prudent man investments. The Treasurer shall be directed on proper disposition of funds for investment purposes by the Board of Directors and shall be authorized to act in the Club's behalf.

The Board of Directors shall require that all checks, drafts of other instruments of for payment of funds of the Club shall require two signatures, the first of which shall be the Treasurer, the other of which shall be a Director(s) as authorized by the Board of Directors at their first meeting following the annual meeting. The Treasurer shall also perform such other duties as usual to the office or may be required by the Board of Directors, and shall at all times be subject to the direction and control of the Board of Directors.

**Section 12.** The Board of Directors on its own motion, or on complaint of any member filed with it, or on complaint of the Pool or Tennis Committee, may cite any member of the Club to appear before such Board of Directors for any conduct alleged to be injurious to the order, peace, interest, or welfare of the Club, or at variance with the

objects, By-Laws or rules. Any such complaint alleged by a member or by the Pool or Tennis Committee shall be in writing and signed by such member or by the Chairperson of the

### **ARTICLE III - MANAGEMENT (con't)**

Committee, or where action is taken by the Board of Directors, it shall be by resolution of such Board. In any or either case, the Secretary, at the direction of such Board, shall in writing notify the member so cited, furnishing the member a copy of such complaint or resolution (if any), giving the member at least five days notice to appear before the Board of Directors to answer thereto. The investigation of such allegation shall be conducted in a manner and form as the Board of Directors may see fit. If upon inquiry and hearing, the Board of Directors shall be satisfied that the cited member is guilty of such conduct or misconduct, it may censure or suspend the member or if in its judgment the interest of the Club demands such action, it may ask the member to resign or terminate membership. The Board of Directors shall be the sole judge of what constitutes conduct injurious to the order, peace, interest, or welfare of the Club, or the objects, By-Laws or rules of the Club, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. Any member under suspension shall not be permitted to enter upon Club property or exercise any of the privileges of a member. A vote of five of the Directors shall be necessary to expel a member. In the event of expulsion under this Article, a member shall receive the then current redemption value of the equity membership less any appropriate set-offs as may be determined by the Board of Directors. Any notice, complaint or copy of resolution provided for under the sections relating to suspension or expulsion of a member duly mailed first class, pre-paid postage to the address of such member, as shown on the books and records of the Club, shall be considered as sufficient notice and binding upon the member so directed.

**Section 13.** The Board of Directors shall by the first day of April of each year formulate an estimate of the probable cost of Club operation for the

### **ARTICLE III - MANAGEMENT (con't)**

coming season and shall determine the annual dues to be charged for equity and annual memberships. The Board of Directors shall notify by the fifteenth day of April all equity and annual members in good standing of the estimate of probable costs and annual dues for the current fiscal year.

**Section 14.** The Board of Directors shall maintain an emergency fund in the minimum amount of \$20,000 for the purpose of making major repairs to the capital equipment of the Club from time to time as they become necessary. Additional emergency funds may be appropriated on an annual basis as the Board of Directors in their discretion may determine.

**Section 15.** The Board of Directors shall fix by vote the terms and conditions upon which guests of members may use the facilities of the Club. The Board of Directors shall be guided by polling the membership and shall establish the policy of guest privileges as liberal as may be compatible with best use of facilities by the membership. The Board of Directors may make limited exceptions to guest rules under unusual circumstances.

### **ARTICLE IV**

#### **COMMITTEES**

**Section 1.** The President, at the first meeting of the Board of Directors following the annual meeting, shall appoint a Board Chairperson for the following standing committees:

Auditing	Personnel
Club Facilities	Social
Communications	Swim Team

#### **ARTICLE IV - COMMITTEES (con't)**

Legal	Tennis
Membership	

The Board Chairperson so appointed shall prepare and submit to the President a list of committee members to serve on such committees for the current fiscal year. The Board may create such other Committees, and delegate to them such powers and duties, as it may from time to time deem expedient.

**Section 2.** The Auditing Committee, consisting of at least two equity members who are not Directors, shall annually audit the books of the Club and shall report the results of their audit at the annual meeting. The report of the Auditing Committee shall be available to equity members at all times.

**Section 3.** The Club Facilities Committee shall be charged with the responsibility for operations of all recreational facilities of the Club and maintenance of the grounds, Clubhouse and appurtenances necessary for these purposes.

**Section 4.** The Communications Committee shall assist the Secretary in preparations of all publications to the Club membership.

**Section 5.** The Legal Committee shall be charged with the responsibility of advising the Board of Directors of all legal requirements of the Club and with keeping the Club in good standing as a not-for-profit corporation in the State of Illinois.

**Section 6.** The Social Committee shall be responsible for all social functions of the Club.

#### **ARTICLE IV - COMMITTEES (con't)**

**Section 7.** The Swim Team Committee shall be charged with the responsibility of operation of all Swim Team activities of the Club including participation in the Naperville Park District Swim Conference.

**Section 8.** The Tennis Committee shall be charged with the responsibility of tennis activities for the benefit of Club members.

**Section 9.** The Membership Committee shall be charged with the correct administration of the issue and redemption of equity bonds, the maintenance of the appropriate waiting list for the purchase of equity bonds, and any other matters pertaining to membership requirements in the Club.

**Section 10.** The Personnel Committee shall be charged with the staffing requirements of the Club, including but not limited to minimum requirements for employment, administration of applications, development of a staffing budget for Board approval, recommendations for staff hiring for Board approval, and any other matters related to Personnel staffing of the Club.

#### **ARTICLE V**

##### **MEETINGS**

**Section 1.** See Article III, Section 2.

**Section 2.** A special meeting of equity members may be called at any time by the Board of Directors and shall be called by them on the request in writing of not less than 25 equity members. Notice to equity members shall be posted by mail at least ten

#### **ARTICLE V - MEETINGS (con't)**

days before any such special meeting and shall state the purpose of such meeting.

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

#### **ARTICLE VI**

##### **MISCELLANEOUS**

**Section 1.** Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of two-thirds of the equity members of the Club at a duly held regular or special meeting.

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

**Section 3.** The Club shall file with the Secretary of State an Annual Report as required by Illinois law.

**Section 4.** The Board of Directors shall maintain an emergency fund for the purposes of making major repairs to the capital equipment of the Club from time to time as they become

**ARTICLE VI - MISCELLANEOUS (con't)**

necessary. This fund should approximate \$20,000. The Board of Directors shall, however, have the discretion via majority vote to set other parameters of the funds. Additional emergency funds may be appropriated on an annual basis as the Board of Directors on their discretion may determine.

**Section 5.** Each person who has acted or is now acting as a Director, Officer, Registered Agent, Attorney, Accountant, or Employee for or on behalf of the Club shall be indemnified by the Club against any reasonable expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of his having acted or now acting in such capacity. Such indemnification shall not be applicable where such person would be adjudged guilty by a court of law of willful misconduct in the performance of duties.

**Section 6.** The Board of Directors shall promulgate rules and regulations not inconsistent with these By-Laws governing the operations and use of the Club's facilities and in connections therewith shall take such other action as it deems necessary and proper.

**Section 7.** These By-Laws are subordinate to the Articles of Corporation, but shall control and take precedence over any other rule and regulation of the Club, or publication or other matter, whether oral or written.

**Section 8.** All points of order not covered by the By-Laws shall be ruled upon according to Robert's Rules of Order.

## **ARTICLE VII**

### **AMENDMENTS**

**Section 1.** These By-Laws may be amended at any annual or special meeting of the Club, by vote of two-thirds of the equity members present in person or by written proxy. Notices of proposed amendments shall be furnished to the Secretary and posted in the Clubhouse not less than ten days before the annual or special meeting at which time it is proposed to consider them, and the Secretary shall mail notice of such proposed amendments, with copies of same, to each equity member not less than ten days before such meeting.

## **ARTICLE VIII**

### **OFFICES**

**Section 1.** The Post Office Address of the principal office of the Club shall be that designated by the Board of Directors. The Club shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office as from time to time may be.