

BY-LAWS  
OF  
LIBERTYVILLE SWIM CLUB  
D/B/A RISE AQUATIC TEAM

**ARTICLE 1.**

- 1.1 **Registered Office.** The principal office of the corporation in the State of Illinois shall be c/o Ray Glick, Ltd. 611 South Milwaukee Ave, Libertyville, IL 60048 Attn: Steven Marcus. The corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered age whose office is identical with such registered office, as required by the Illinois Non-Profit Corporation Act.
- 1.2 **Change of Registered Office.** The Board of Directors of the corporation may, from time to time, change the location of the registered office. On or before the day that such change is to become effective; a certificate of such change and the location and post office address of the new registered office shall be filed with the Secretary of State of Illinois as provided by the act.

**Article 2.**

2.1 **Purpose and Goals.** The purposes for which the corporation is organized are set forth in its Articles of Incorporation, and include:

- a. General Purposes: The corporation shall operate exclusively for charitable and educational purposes in regard to all aquatic instruction, fitness and safety.
- b. Specific Purposes: The corporation's specific purposes may include operating (i) an aquatic program that may include a competitive swimming program, (ii) an adult swimming program, (iii) a diving program, (iv) a-competitive water polo, (v) or other such swimming and aquatic related programs and activities as the Board of Directors may from time to time determine. In establishing and operating such programs, the corporation may affiliate with one or more local, state, national or international organizations associated with or existing to promote any of the foregoing activities. Each of the separate programs so established and operated by the corporation shall be governed and operated as separate and individual entity with all assets becoming property of the corporation.

**Article 3.**

3.1 **Limitations on Earnings.** No part of the net earnings of the corporation shall inure to the benefit of any individual.

3.2 **Limitations on Activities.** Except as permitted by filing an election under Section 501(h) of the Internal Revenue Code, (or the corresponding provision of any subsequent Federal tax law) no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision

of any subsequent Federal tax law), and (b) by a corporation contributions to which are deductible under section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

**3.3 No Private Foundation Status Intended.** The corporation shall seek such sources of support, including the solicitation of grants from governmental units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Section 170 (b)(1)(A)(vi) and 509 (a)(I) of the Internal Revenue Code of 1986 (or the corresponding provision of and subsequent Federal tax law), and as is consistent with the purposes for which the corporation is organized, as set forth in the Articles of Incorporation.

#### **Article 4.**

**4.1 Board of Directors- General Powers.** The affairs of the corporation will be managed by the Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except otherwise expressly required by the Articles of Incorporation, these By-Laws, and by law.

**4.2 Number and Qualifications.** The number of Directors shall be three. The Directors shall be the President/Treasurer, Vice President and Secretary.

**4.3 Regular Meetings.** A regular Annual Meeting of the Board of Directors shall be held in August of each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

**4.4 Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President. The person authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any Special Meeting of the Board called by them.

**4.5 Notice.** Any director may call a board meeting by giving notice to all directors. The notice must include the date, time and place of the meeting, notice must be given at least forty-eight hours prior to the meeting; and, except where said meeting is called to consider an amendment to the By-Laws of the corporation, the notice need not state the purpose of the meeting. Notwithstanding the foregoing, no notice need be given if the day or date, time and place of a board meeting have been announced at a previous meeting of the board.

**4.6 Waiver of Notice.** Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**4.7 Quorum.** Fifty-One (51%) percent of the Board of Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than Fifty-One percent of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

**4.8 Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by the law or these By-Laws.

**4.9 Meetings by Means of Remote Communication.** Any meeting among the Directors may be conducted in whole or in part by means of remote communication, as defined in the Act, including but not limited to via email exchange sent simultaneously to or among all Directors.

4.10 **Vacancies.** Any vacancy occurring in the Board of Directors, may be filled by affirmative vote of a majority of the then Directors though less than a quorum of the Board of Directors.

4.11 **Compensation.** Directors as such shall not receive any salaries for their services as a Director, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation for serving in such other capacity.

4.12 **Advisory Committee.** The Board of Directors may appoint one or more advisory committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the corporation and whose functions shall not include participation in the operating management of the corporation. The advisory committees shall meet at such times as the Board of Directors shall determine. The advisory committee shall consider, advise upon, and make recommendations to the Board of Directors with respect to such matters of policy relating the conduct of the corporation's affairs as may be submitted to it by the Board of Directors.

#### **Article 5.**

5.1 **Officers.** The Officers of the corporation shall be a President/Treasurer/Head Coach/CEO and Vice President/Head Senior Coach.

5.2 **Appointment.** The appointment of the Secretary shall be held at the annual meeting of the Board of Directors. The President and Vice President shall serve on the Board of Directors as long as they are currently employed with the corporation.

5.3 **Removal.** Officers or Agents elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgement the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 **Vacancies.** A vacancy in the office of Vice President or Secretary because of death, resignation or removal, disqualification, or otherwise shall be filled by the remaining Board of Directors. A vacancy in the office of President/Treasurer because of death or disqualification will result with the appointed Parent Advisory Board in conjunction with the remaining Directors, form a committee tasked with setting the course of action for the corporation.

#### **Article 6.**

6.1 **Generally.** The Board of Directors may from time to time establish a class or classes on non-voting members upon such conditions and terms as it deems appropriate, or the Board may elect to have no members. If a membership is established, members of the corporation shall not have voting rights.

6.2 **Dues, Assessments, or Fees.** The corporation may levy dues, assessments or fees upon its members for initial and ongoing membership. The dues, assessments or fees may be imposed upon all classes of members alike or differently upon different classes of members, as determined in the sole discretion of the Board of Directors. The Board of Directors may fix or modify the amount of said dues, assessments or fees from time to time and determine the methods of collection of said dues, assessments or fees.

#### **Article 7.**

7.1 **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any express purpose of the corporation.

#### **Article 8.**

8.1 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

#### **Article 9.**

9.1 **Fiscal Year.** The fiscal year shall be September 1 thru August 31 annually. The Board of Directors may from time to time and by resolution, adjust the fiscal year.

#### **Article 10.**

10.1 **Indemnification.** The corporation shall indemnify any Director or Officer of former Director or Officer of the corporation, or any person who may have served at its request as a Director or Officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article 10 shall not be deemed exclusive of any other rights which such Director or Officer may be entitled under any By-Laws, agreement or vote of the Board of Directors or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this Article, if such payment would constitute an act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code), or taxable expenditure (as defined in Section 4945(d) of the Internal Revenue Code).

#### **Article 11.**

11.1 **Waiver of Notice.** Whenever any notice is required to be given under the provision of the By-Laws or under the provisions of the Articles of Incorporation or by the Illinois Nonprofit Corporation Act, 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.

#### **Article 12.**

12.1 **Amendments to the By-Laws.** These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted by a majority of the Board of Directors present at any regular

meeting or at any special meeting. If at least forty-eight hours written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

The above provisions constitute the duly adopted By-Laws of the CATS Aquatic Team, including all amendments in full force and effect as of \_\_\_\_\_, 2018.

---

Secretary