

**LA GRANGE
FIELD
CLUB**

**Bylaws
of
The La Grange Field Club**

Revision History:

#1: Revised 09/26/2018, as voted on 06/11/2018

#2: November 2021 Member Proxy; Increase the size of membership by 35 (from 465 to 500)

THE LAGRANGE FIELD CLUB

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**THE LAGRANGE FIELD CLUB
FOUNDED JANUARY 1955
BYLAWS**

Article I

Name

The name of the Club shall be The LaGrange Field Club.

Article II

Object

This Club is formed to foster and promote recreational and social activities among its members.

Article III

Membership

Section 1. Membership in this Club shall consist of Life Members and Associate Members. The Club does not discriminate on the basis of age, race, gender, religion, ethnic or national origin, or sexual orientation.

Section 2. A Life Member is an individual 21 years of age or older who has purchased a life membership in the manner prescribed by the Board of Governors. In the event of the death, disability or termination of membership of a Life Member, the spouse of the Life Member may assume the life membership on the same terms and conditions as the Life Member upon application to and acceptance by the Board of Governors. A Life Member shall be obligated to pay assessments as prescribed by the Board of Governors. The number of life memberships of the Club shall not exceed 500.

Section 3. (a) Associate Members shall consist of the spouse or partner of the Life Member, as defined as those living together as head of the family unit and, where applicable, children of the Life Member who are registered on the Club's records. Children are defined as those under 24 years of age or legal dependents. Children included as Associate Members must be unmarried or separated and reside in the home of the Life Member as their principal residence except in the case of children under the age of 18 who reside with the former spouse of the Life Member as a result of a decree of marital dissolution. Children shall include natural, adopted and foster children of the spouse of the Life Member.

- (b) In instances of dissolution of marriage, upon written request to the Board by the Life Member, the ex-spouse of the Life Member may apply for a Parental Guest Membership that would allow the ex-spouse of the Life Member club privileges only when accompanying their minor children to the Club. Parental Guest Membership will be required to pay an annual fee as decided by Board vote.
- (c) The ex-spouse of the Life Member may apply for individual or family life membership at any time provided that they comply with the requirements of Section 5 below. Upon application, the ex-spouse of the Life Member shall be placed at the top of the unapproved waiting list of prospective members.

Section 4. Upon application, the Board of Governors may grant Guest membership on an annual basis and subject to such fees and regulations as are established from time to time by the Board to an individual who either resides in the household of a Life Member or is employed in the household as a child-care provider but who does not otherwise qualify for associate membership.

- Section 5.**
- (a) Applicants for membership must have two written recommendations by current members of the Club, and be submitted to the Membership Chair. Each application for membership shall be presented to the Board of Governors by the Membership Chair. The affirmative vote of two-thirds of the entire membership of the Board of Governors shall be required for approval of the application. In the event of rejection, the Board of Governors at its next regular meeting may reconsider the application. The affirmative vote of two-thirds of the entire membership of the Board of Governors shall be required for approval of the application. The vote shall be by electronic ballot, when available. If Life Member does not have electronic mail, then that Life Member will be notified by U.S. Mail. Any application rejected twice shall not be resubmitted within six months.
 - (b) Any child of a current Life Member, 21 years of age, irrespective of residence may apply for a life membership. Upon application for membership, the applicant's name shall be placed at the top of the waiting list of prospective members. The Membership Committee shall conduct the procedure for approval as set forth herein.
 - (c) The Membership Chair will maintain the official waitlist for membership to the Club. The waitlist order will be determined by the date on which the completed application for membership is received. Upon being contacted by the Membership Chair with an invitation to join, the prospective member will be given the opportunity to defer for one year. Prospective members will not be allowed to defer membership for more than one year. If prospective member chooses not to complete their membership, the prospective member will be required to reapply and be placed at the end of the waitlist.

- Section 6.**
- (a) Any member of the Club may terminate membership at any time by giving oral or written notice to the Membership Committee, subject to the provisions of Article IV. The effective date of termination will be the postmark date or day of oral notification to the Membership Committee.
 - (b) The effective date of any new life membership shall be the date of the certificate of membership. If the effective date of the new membership is on or prior to the pool opening, the full amount of the annual assessments for that calendar year shall be due, and if the effective date is after the pool closing, no assessments shall be due for that calendar year.

Section 7. Suspension and expulsion:

- (a) Any member, for cause and after having been given written notice of hearing by the Board of Governors, may be suspended for a period not exceeding three months by a two-thirds vote of the members of the Board of Governors present at any meeting, or expelled by a three-fourths vote of the entire membership of the Board of Governors. Causes for suspension or expulsion include, but are not limited to, violation of these bylaws or of the rules of the Club or of conduct unbecoming a lady or gentleman.
- (b) The Board of Governors may delegate to one of its members, to a committee, or to a responsible employee of the Club, the power to suspend pool and tennis privileges for violations of the Club rules and regulations provided suspension does not exceed seven days. A written report of suspension, containing reasons, shall be submitted to the President by those designated within 24 hours.
- (c) No alcoholic beverages shall be brought on the Club grounds except for official functions of the Club with express prior approval of the current Board of Governors. Violation of this bylaw will result in suspension or expulsion under Article III, Section 7(a).

Section 8. A Life Member who terminates membership due to a residence move out of the area shall be placed at the top of the waiting list of prospective members upon return to the area and the request for membership. A Life Member may choose, if his or her residence changes to outside the area, to pay the annual assessment until returning to the area, thus keeping his or her membership.

Section 9. Life memberships are not transferable and may be issued only by the Club in accordance with these by-laws, except in instances of death or dissolution of marriage.

- (a) Upon death of Life Member, life membership will be transferred on notification of surviving spouse along with appropriate documentation of life spouse's passing.

- (b) Upon dissolution of marriage, the Life Member must notify the Membership Chair within 60 days of the dissolution of the marriage. Life Membership shall conform to the terms of the divorce decree. Otherwise, Life Member shall retain the Life Membership. Ex-spouse of Life Member may apply for membership pursuant to Section 3.

Section 10. Use of Club:

- (a) All members of the Club shall be accorded the facilities of the Club subject to the bylaws and rules and regulations, which shall be available in the Club office.
- (b) Every member is required to check-in at the front desk upon entry to the club prior to using any of the club facilities.
- (c) The Board of Governors shall fix the terms and conditions upon which guests of members may use the facilities of the Club.
- (d) Any property of the Club broken, damaged or removed by a member or his or her guest shall be promptly paid for by that member.
- (e) The pool is intended for use only during approved hours and when guards are on duty. Any other use must have advance annual approval of the Board of Governors. To obtain this approval a written request must be submitted to the Board of Governors setting forth time, frequency and names of the individuals using the pool, guard system to be used, and the person responsible for opening and closing the pool. All individuals using the pool outside the approved hours shall be members of the Club and shall be 21 years of age or older.

Article IV

Fees and Assessments

- Section 1.**
- (a) The Board of Governors shall establish assessments for Life Members each year and shall notify Life Members of the assessments for the upcoming year.
 - (b) The assessment proposed by the Board of Governors for an upcoming year shall be approved at the annual meeting by a two-thirds vote of the eligible voters present or by proxy.
 - (c) Assessments shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvements of its property. Payment of assessments must be received or postmarked by March 1 of each year.

- (d) Check is the preferred method of payment for Assessment. Any assessments paid by credit card may incur a surcharge up to the legal limit. Applicable surcharges for use of credit cards will be posted on the LaGrange Field Club website as well as the online registration system.
- (e) Members shall be responsible for the payment of all charges and liabilities of the Club imposed upon or incurred by guests introduced by them.

Section 2. Annual assessments shall be charged to Life Members as Family Rates or as Adult Rates as follows:

- (a) The Adult Rate shall be charged to Life Members who apply for no associate membership or who apply for associate membership solely for said member's spouse or partner of the Life Member, as defined as those living together as head of the family unit. The Adult annual assessment shall be charged at a rate equal to eighty-five percent (rounded up to the nearest dollar) of the Family Rate.
- (b) All other Life Members shall be charged the Family Rate.

Section 3. A member whose assessment or any other indebtedness to the Club is not received or postmarked on or before March 1 in the year of the assessment shall be deemed to have resigned and shall not be eligible for reinstatement by the Board of Governors until all of any indebtedness to the Club, plus a penalty fee or series of penalty fees which will be set from time to time by the Board of Governors, shall have been paid. Upon becoming eligible for such reinstatement, the member may be reinstated by a two-thirds vote of the Board of Governors by a date to be set by the Board of Governors, but in no case later than the opening date of the pool. In the event the member is not reinstated, the outstanding certificate of membership shall become void and the membership shall be terminated.

Section 4. (a) Upon the termination of a life membership for any reason whatsoever, the owner of the life membership shall be entitled to a refund upon the return of the life membership certificate within one year of the termination date in an amount to be determined from time to time by the Board of Governors, but which amount shall not be less than \$3,825.00, less any indebtedness due the Club; however, before any such refund is made, there must be an applicant for a life membership, who has been approved by the Board of Governors and who has deposited the cost of the membership with the Treasurer of the Club, to whom the terminated membership can issue. The Club assumes no responsibility for notification of any refund to the terminating member. In order to obtain a bond refund, the member must make a written request to the Membership

Chair. Upon approval, the membership certificate shall be cancelled on the books of the Club.

- (b) Upon cessation of a life membership for any cause, all indebtedness owing to the Club by that member shall be a lien upon and charged against his or her life membership certificate and the life membership certificate shall be taken over by the Club to satisfy such indebtedness. Responsibility for future indebtedness by the Life Member shall terminate upon the date of delivery of this certificate to the Chairperson of the Membership Committee of the Club. If the Club is unable to obtain possession of the life membership certificate, it may be cancelled on the books of the Club, and a new certificate issued in its place to a newly elected member upon payment by the newly elected member to the Club of the then stated value of a life membership as determined by the Board of Governors. In case of the enforcement of a lien, as provided above, neither the signature of the holder nor the delivery of the life membership certificate shall be requisite to complete its transfer to the Club, or to a new possessor. The Treasurer of the Club is then authorized with the power of attorney of the holder of this certificate, to make this transfer. Every life membership certificate issued is expressly subject to the provisions of this section.
- (c) Any member who has paid the current year's assessment and whose membership is terminated prior to forty-five days before the opening date shall be entitled to a full refund of annual assessments. No refund shall be made on account of any membership terminating on or after that date.
- (d) A request to cancel membership must be made prior to March 1 in order to receive a bond refund during the current season. Requests made after March 1 will be refunded the following season.

Section 5. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club and after liquidation of the Club's assets and satisfaction of its legal obligations any surplus remaining shall be distributed pro rata among the then Life Members of the Club.

Article V

Governance

Section 1. The Club shall be managed by a Board of Governors, 17 in number, all of whom shall be a Life Member or the spouse of a Life Member, and not from a common household.

Section 2. At each annual meeting of Life Members of the Club, five Governors shall be elected from among the Life Members and their spouses to serve for a term of three years and until their successors shall have been chosen. No member as

described in Article V, Section 1, shall be eligible to serve more than two consecutive full terms as a member of the Board of Governors.

- (a) There shall be a Nominating Committee to nominate the candidates for the vacancies on the Board of Governors to be filled at the annual meeting in accordance with Article VIII, Section 7.
- (b) Independent nominations of candidates for election at the annual meeting may be made by letter, signed by 15 members, and delivered to the Secretary at least 15 days before the annual meeting. The Secretary shall give notice to all members entitled to vote at least five days before the annual meeting.
- (c) Nominations may be made from the floor at the annual meeting, to fill vacancies, whenever candidates have not been nominated by the Nominating Committee.

Section 3. Any member of the Board of Governors who shall cease to hold a membership in the Club shall automatically cease to be a member of the Board of Governors.

Section 4. Any member of the Board of Governors may be removed from office by a majority of the members present in person or represented by proxy at either an annual meeting or a special meeting called in accordance with these bylaws.

Section 5. Duties and obligations of the Board of Governors shall be:

- (a) To exercise full power and authority over the affairs of the Club.
- (b) To interpret the provisions of these bylaws.
- (c) To set and interpret the rules and regulations as may be necessary.
- (d) To fix, impose and remit penalties for violations of these bylaws and rules of the Club.
- (e) To approve applications for membership in the Club.
- (f) To fill any vacancy in the membership of the Board of Governors until the next annual meeting.
- (g) To constitute committees, describe their power and duties and confirm appointment of members to committees.
- (h) To appoint the Club manager and to fix his or her salary and his or her duties. The compensation of the Club manager shall include free membership, excluding guest tickets, for the manager's family.

- (i) At its discretion, to appoint the Club accountant and/or bookkeeper and/or accounting firm yearly and describe the duties for each. Compensation to the individual accountant and/or bookkeeper may include a free annual membership, excluding guest tickets, for the accountant and/or bookkeeper and his/her family.
- (j) To designate the bank or banks in which the funds of the Club shall be deposited and to determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. The Board of Governors shall require that at least two officers sign checks, drafts or other instruments over \$3000.00 for the payment of money drawn in the name of the Club. The Board of Governors may approve electronic debits for recurring normal operating expenses in any amount with a two-thirds affirmative vote.
- (k) To have the books of the Club audited by an Audit Committee, which shall review the books of the Club and submit a report to the Board of Governors and to the members.

Section 6.

- (a) Nothing in these bylaws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Club without the specific approval of the members at a duly held meeting.
- (b) Nothing in these bylaws shall be construed to permit the Board of Governors to spend accumulated surpluses from prior years, without the specific approval of the members at a duly held meeting.

Section 7.

- (a) The Board of Governors shall hold its first meeting immediately following the annual meeting in each year.
- (b) The Board of Governors shall meet at least once a month during the months of February through November and at other times it may deem necessary.
- (c) The Board of Governors may by resolution establish a schedule of its meetings and rules for the conduct thereof.
- (d) Special meetings of the Board of Governors may be called by the President or by the Secretary upon the request of five members of the Board of Governors.
- (e) Notice of the regular monthly and special meetings of the Board of Governors shall be given to each member of the Board of Governors at least five days before the date of the meeting.

- (f) Removal of a member of the Board of Governors may be done by a two-thirds majority of the entire remaining Board of Governors after three consecutive unexcused absences at monthly and special meetings.

Section 8.

- (a) Nine members of the Board of Governors shall constitute a quorum.
- (b) Should a question before the Board of Governors result in a tie vote which cannot be resolved the question shall then be submitted to the members for decision.

Section 9.

- (a) The Club shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a member of the Board of Governors, officer, employee or agent of the Club, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- (b) The Club shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was a member of the Board of Governors, officer, employee or agent of the Club, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Club, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (c) The extent that a member of the Board of Governors, officer, employee or agent of the Club has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall

be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

- (d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Club only as authorized in the specific case, upon determination that indemnification of the member of the Board of Governors, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the members of the Board of Governors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested members of the Board of Governors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote, if any.
- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Governors in the specific case, upon receipt of an undertaking by or on behalf of the member of the Board of Governors, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club as authorized in this Section.
- (f) The indemnification provided by this Section 9 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested governors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Governors, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (g) The Club may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Governors, officer, employee or agent of the Club, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such.
- (h) If the Club has paid indemnity or has advanced expenses under this Section 9 to a member of the Board of Governors, officer, employee or agent, the Club shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 10. All commitments, contracts and purchases not provided for in the annual budget approved by the Membership, by any officer or member of the Board of

Governors on behalf of the Club shall be submitted to the Board of Governors for approval and every such commitment, contract and purchase involving the expenditure or receipt in excess of the sum of \$500.00 must be submitted to the Board of Governors for prior approval.

Article VI

Officers

- Section 1.** The officers of this Club shall be a President, an Executive Vice President, a Vice President, a Secretary, and a Treasurer, all of whom shall serve without compensation.
- Section 2.** At the August meeting of the Board of Governors, the President shall appoint a committee of three members of the Board of Governors. It shall be the duty of this committee to nominate candidates for the officers of the Club from among the members of the Board of Governors whose terms will not expire at the following annual meeting, or from among candidates for election to the Board of Governors at the following annual meeting. This committee shall report at the first meeting of the Board of Governors following the annual meeting of the Club.
- Section 3.** The officers shall be elected annually by the Board of Governors at the first meeting of the Board of Governors following the annual meeting of the Club and shall hold office until new officers are elected at the first meeting of the Board of Governors following the next annual meeting of the Club.
- Section 4.** No officer shall be eligible to serve more than three consecutive terms in the same office.
- Section 5.** The Board of Governors shall fill by election any vacancy in the offices of the Club with the exception of the presidency. The Executive Vice President shall succeed the President for the remainder of the term.
- Section 6.** The President shall preside at the meetings of the Club and of the Board of Governors. The President shall appoint, subject to confirmation by the Board of Governors, all standing committees unless otherwise provided in these bylaws and their chairs and all special committees as may be directed. The President shall be, ex-officio, a member of all committees except the Nominating Committee and Audit Committee.
- Section 7.** The Executive Vice President, in the absence or disability of the President, shall act in the place of the President. The Executive Vice President shall be an ex-officio member of all committees except the Nominating Committee and Audit Committee.

- Section 8.** The Vice President, in the absence or disability of the President and Executive Vice President, shall act in place of the President.
- Section 9.** The Secretary shall record the minutes of the meetings of the Board of Governors and of the Club. The Secretary shall send notices of meetings of the Club and of the Board of Governors. The Secretary shall be responsible for all mailings to members and for the Club correspondence.
- Section 10.** The Treasurer shall attend to keeping the accounts of the Club, collecting its revenue, and paying its bills as approved by the Board of Governors. Bills and statements for guest fees and other incurred charges shall be rendered at a frequency to be determined by the Treasurer with the approval of the Board of Governors. The Treasurer shall deposit funds of the Club received by the Treasurer in the name of the Club in a depository authorized by the Board of Governors. The Treasurer shall perform other duties pertaining to the office as directed by the Board of Governors.

Article VII

Meetings

- Section 1.**
- (a) The annual meeting of the Club shall be held prior to January 1 (or February 15) in each year, at such place and time as the Board of Governors may determine.
 - (b) The annual meeting shall be for the purpose of electing Governors and Nominating Committee members, approving the budget and annual assessments, presenting committee reports, and for the transaction of other business as may be indicated in the notice or brought before it.
 - (c) At least five days notice of the annual meeting shall be given by electronic mail to the Life Members. The notice of the annual meeting shall include the names of candidates nominated by the Nominating Committee, and any proposed assessments. If Life Member does not have electronic mail, then that Life Member will be notified by U.S. Mail.
 - (d) Independent nominations of candidates for election at the annual meeting may be made in accordance with Article V, Section 2. The Secretary shall give notice thereof to all members entitled to vote at least five days before the annual meeting.
- Section 2.**
- (a) Special meetings of the Club may be called by the Board of Governors upon five days' notice by electronic mail to all Life Members. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted. If Life Member does not have electronic mail, then that Life Member will be notified by U.S. Mail.

- (b) Upon the written request of 20 Life Members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within 90 days.

Section 3. Whenever notice to Life Members is required, the mailing of such notices to the last known electronic mail address of the members shall constitute notice. If Life Member does not have electronic mail, then the Life Member will be notified by U.S. Mail.

Section 4. There shall be one vote for each certificate of membership. This vote may be exercised by the Life Member or the member's spouse. Any eligible voter not able to attend the meeting in person may be represented by proxy. Voting may be by voice but the members including those represented by proxy shall have the right to demand voting by roll call.

Section 5. One-sixth of the eligible voters, present in person, or represented by proxy, shall constitute a quorum at all meetings of the Club.

Article VIII

Committees

- Section 1.**
- (a) The standing committees shall be Membership, Finance, Legal, Audit, Nominating, Social, Snack Bar, Registration, Swim and Dive, and Tennis.
 - (b) The chair of each of these committees except the Nominating Committee and Audit Committee shall be a member of the Board of Governors.
 - (c) Members of these committees shall be Life Members or spouses of members.
 - (d) The duties and powers assigned in these bylaws to the standing committees shall be subject to the authority of the Board of Governors.
 - (e) Each committee shall prepare a written report of its activities for the year to be read to the membership at the annual meeting, and a file copy of these annual reports shall be maintained by the Secretary in a Club history file.

Section 2. The Personnel Committee shall select the Club staff and determine salaries and wages subject to the approval of the Board of Governors. This committee shall oversee the work of the Club staff. Any of these duties may be delegated to the Club manager with the approval of the Board of Governors.

- Section 3.** The Building and Grounds Committee shall exercise supervision and shall attend to the improvements and maintenance of the pools, buildings, operating equipment and grounds.
- Section 4.** The Membership Committee shall receive applications for membership in the Club, and notify applicants in writing of their position on the waiting list. The Membership Committee will present the applications to the Board of Governors for membership in the order of receipt of completed applications and recommendations, except as otherwise provided in these bylaws. The Membership Committee shall have the list of applicants for review by any member of the Club. The Membership Committee shall issue certificates of membership and receive certificates of membership upon termination of membership. The Membership Committee shall be responsible for the issuance of tags and pool passes annually.
- Section 5.** The Finance Committee shall prepare the annual budget for approval by the Board of Governors, shall exercise general supervision over the financial transactions of the Club and shall perform such other functions related to the Club's finances as delegated from time to time by the Board of Governors.
- Section 6.**
- (a) The Audit Committee shall be composed of three members of the Club, at least one of whom shall have served previously on the Board of Governors. These members shall be appointed annually by the Board of Governors and shall not serve more than three consecutive years.
 - (b) The Audit Committee, in accordance with Article V, Section 5(k), shall review the books of the Club annually. It shall review the transactions of the Club for compliance with acceptable practice, proper approvals, budget constraints and compliance with the bylaws of the Club.
- Section 7.**
- (a) The Nominating Committee shall be composed of five members of the Club. Three members shall be elected at the annual meeting of the Club in accordance with Article V, Section 2(a); the other two shall be elected by the Board of Governors from among the Governors. A vacancy occurring among the three members chosen by the Club shall be filled by the remaining members of the committee. A vacancy occurring among the two members chosen by the Board of Governors shall be filled by the Board of Governors.
 - (b) The Nominating Committee shall nominate the candidates for the vacancies on the Board of Governors to be filled at the annual meeting and three candidates for the next year's Nominating Committee; and shall report such nominations to the Secretary on or before December 15.
- Section 8.** The Social Committee shall plan and organize the social events of the Club.

- Section 9.** The Swim and Dive Committee shall oversee the organization of the swim and dive teams and shall manage their meets and keep their records. It shall determine a program of swimming and diving instruction. A member of the committee shall represent the Club on the Board of the Inter-Suburban Conference.
- Section 10.** The Tennis Committee shall oversee the tennis program for the Club. It shall be responsible for all tennis events, including tournaments, tennis social activities and the tennis team.
- Section 11.** The Legal Committee shall oversee the legal affairs of the Club, and shall specifically prepare the Club annual report to the State of Illinois, have an agent for service of process for the Club, secure such licenses and permits as necessary for operation of the Club, oversee the Club's insurance coverage, and assure contracts for work performed at the Club include requirements for certificates of insurance where necessary and appropriate to the proceedings and waivers of liens.

Article IX

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 bylaws and any special rules of order the Club may adopt.

Article X

Amendments

These bylaws may be amended by a two-thirds vote of the eligible voters present in person or represented by proxy, at any meeting of the Club, provided at least ten days notice by electronic mail of such amendment shall be given to each Life Member. If Life Member does not have electronic mail, then that Life Member will be notified by U.S. Mail.

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