

By-Laws of Naperville Waves Swim Club (v.8)

An Illinois Not-For-Profit Organization

Amended August 12, 2025

Article 1. Name

The name of this organization shall be Naperville Waves Swim Club.

Article 2. Objective

The objective shall be to promote and develop, within the framework of the Mission Statement and the Goals and Objectives of United States Masters Swimming (USMS), the sport of swimming for the benefit of adult swimmers.

Naperville Waves Swim Club (NWSC) is organized for non-profit purposes and exists exclusively to accomplish its exempt purpose.

Article 3. Members

Waves is a program offered through Endeavor Health Fitness & Wellness Center (EHFWC). NWSC is a Masters Swim Team which draws its members from the EHFWC Waves program and also from independent swimmers, who have signed up for NWSC through United States Masters Swimming (USMS).

Members of the NWSC are adults in one of the following categories:

- 1) NWSC coaches.
- 2) Swimmers currently registered to swim at Waves practices at EHFWC.
- 3) Independent swimmers, who are not registered for Waves practices at EHFWC, but who are registered with USMS and the NWSC Workout Group.

Requirements for members to participate in certain activities:

- 1) Swimmers **MUST** be registered with USMS under NWSC if they want to participate in sponsored off-site practices.

- 2) All NWSC and Waves swimmers are welcome to participate in club social events.

Former NWSC and Waves swimmers are welcome to participate in club social events. This includes swimmers who may take a break from a Waves session from time to time.

Funds to cover the organization's expenses are obtained through donations and from fees obtained by sponsoring swimming-related activities, such as swim meets or clinics. The NWSC board may require nominal annual dues of its members, if additional funds are needed to cover the organization's expenses.

Having satisfied all of the aforementioned requirements, NWSC members have voting privileges and may hold elected offices. No person shall be excluded from NWSC activities by reason of race, creed, religion, gender, or sexual orientation. The organization will be open to all adult swimmers (fitness, triathlete, competitive, non-competitive) who meet the stated qualifying guidelines and are dedicated to improving their fitness through swimming.

Article 4. Board of Directors

The affairs of NWSC shall be managed by its Board of Directors.

The number of Directors shall not be less than five (5) nor more than nine (9). The number of Directors may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors.

The Directors of NWSC shall consist of the President, Vice-President, Secretary, Treasurer, Head Coach, and Past President (if this person is willing and able to serve in this role). Up to three additional Directors may be appointed by the Board, as needed. These Directors shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the organization.

All Directors, except for the Past-President and Head Coach shall be elected by vote of the members present at the Annual Meeting. The Head Coach shall also serve as the Assistant Treasurer. The Directors shall hold offices for a term of one (1) year, or until their successors are appointed,

commencing after the election meeting. All NWSC members are eligible to run for office. Nominations, including self-nominations, will be solicited via email prior to each Annual Meeting. Nominations of members who have consented to accept an office, if elected, may also be made from the floor. The individual receiving the most votes for each office will be elected.

The Past-President shall be the immediate predecessor of the President.

The Board of Directors may appoint additional Board members, as needed, including one or more assistant secretaries and one or more assistant treasurers and one or more members-at-large, as it shall deem desirable, with such officers to have the authority and perform the duties assigned to them by the Board. These unelected special appointments expire no later than the date of the next annual meeting and election.

Any Director elected by the Members or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever, in its judgment, it is in the best interest of the organization.

Elected Directors may run for reelection, but may not serve in the same office for more than three consecutive years.

If a duly elected Director is unable to serve out their term, the President shall appoint a replacement to serve out the balance of the term, subject to approval of the Board of Directors. Should the office of President become vacant, the Board of Directors will appoint a replacement for the balance of the term.

The President shall call meetings of the Board of Directors and the full membership of the NWSC as required by these by-laws and preside at these meetings. In the absence of the President, another member of the Board of Directors will preside, and the order of presiding authority shall be as listed in paragraph three of this Article.

The Board of Directors typically meets once per month, but this frequency can be modified as needed by vote of the Board members. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so

taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consents may be given in writing on and/or by facsimiles, e-mail communication, copies or other reproduction or counterpart of the resolution stating the action to which consent is given.

The duties of the board members are:

4.1 President

- 1) Provide leadership to the Board of Directors and NWSC and implement the organization's by-laws.
- 2) Oversee the finances of the NWSC by leading an annual audit of the Treasurer's financial records.
- 3) Support USMS policy and participation.
- 4) Appoint, with the approval of the Board of Directors, any committees, or individuals necessary for the orderly operation of NWSC.
- 5) Coordinate the nomination process for open board positions. Educate persons interested in a nomination regarding the open position.

4.2 Vice-President

- 1) Assist or fill in for the President as necessary.
- 2) Serve as the point person for soliciting and helping to write and submit nomination packages for various awards for swimmers and coaches.
- 3) Assist the Head Coach in maintaining the NWSC directory.

4.3 Secretary

- 1) Record and make available records of all meetings of the NWSC and the Board of Directors.
- 2) Make available a copy of the minutes of each meeting pending approval.
- 3) Keep a copy of the by-laws and *Robert's Rules of Order*.
- 4) Assist the President and the other Board members in other appropriate assignments.

4.4 Treasurer

- 1) Be responsible for all NWSC financial matters and maintenance of complete and accurate records.
- 2) Serve as the account holder for the checking account.
- 3) Collect and disburse funds.
- 4) Provide brief monthly financial reports to the Board.
- 5) Ensure that annual registration with the Illinois State Secretary of State and Department of Revenue are up to date, paying any required fees.
- 6) Ensure the annual federal tax return is filed.
- 7) Work with the Secretary on any paperwork necessary to maintain non-profit status.
- 8) Provide requested records needed for an annual audit of the financials led by the President.

4.4 Assistant Treasurer

- 1) Assist the Treasurer in all NWSC financial matters and maintenance of complete and accurate records.
- 2) Assist in the collection and disbursement of funds.
- 3) Perform such duties assigned to them by the Treasurer, the Secretary, the President, or the Board of Directors.

4.5 Past President

- 1) Be the immediate predecessor of the President.
- 2) Assist and advise the President.
- 3) Provide experience by counseling and advising all incoming officers.

4.6 Member-At-Large

- 1) Periodically take on individual projects or assignments, subject to approval by the Board of Directors.

4.7 Head Coach

- 1) Represent the Coaches' input to the Board of Directors and NWSC.
- 2) Carry out the objectives of NWSC through communication with the Coaches.
- 3) Serve as needed as a liaison between the NWSC and EHFWC administration.
- 4) Keep up to date on state level activities with the Illinois Masters Swim Association (ILMSA).

Article 5. General Provisions

5.1 Naperville Waves Swim Club shall function as an organization qualifying under Section 501(c)7 of the Internal Revenue Code (Code).

5.2 To the full extent that the Illinois General Not for Profit Act of 1986, as it exists on the date hereof or may hereafter be amended, permits the limitations or elimination of the liability of Directors, a member of the Board of Directors shall not be liable to this organization or its members for monetary damages for his or her acts or omissions as a Director. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director of the Organization for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. This shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest, or act from which a Director will directly receive benefit in money, property, or services to which a Director is not legally entitled.

5.3 NWSC shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining an exemption from federal income taxation as described in Section 501(c)7 of the Code, or (b) cause it to lose such exempt status.

5.4 NWSC shall not be operated for the purpose of carrying on a trade or business for profit.

5.5 No part of the income of NWSC shall inure to the benefit of any Director or officer of the Organization or any private individual, and no Director or officer of the Organization or any private individual shall be entitled to share in any distribution of any of the assets of the Organization upon its dissolution.

5.6 Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization or to an organization as shall at the time qualify as an exempt organization or organizations under sections 501(c)3 or 501(c)7 of the Code, as the Board of Directors shall determine.

5.7 NWSC shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office.

Article 6. Meetings

An annual membership meeting shall be held at a time and place as set by the Board of Directors and shall be for the purpose of electing Directors; receiving reports of Directors, Committees, and Liaisons; and for any other business that may arise.

Additional general membership meetings can be called by the President by giving at least two weeks written notice to the general members of NWSC, which notice shall also include an agenda of items to be discussed at the meeting. Any member may bring up any other agenda items at the meeting for discussion. However, no Director may be elected, no by-laws changes may be voted upon, and no special assessments may be levied unless those items are included in the written agenda sent out to the general membership.

Notice of membership meetings shall be given by email, and such notice shall be deemed to have been delivered to the recipient on the date sent to the email address of the recipient in the records of NWSC. It shall be the sole responsibility of each member to notify NWSC, in a writing delivered to the acting Secretary, of any change to the member's email address.

No proxy votes will be authorized for any NWSC meetings. Only NWSC members present may be allowed to vote in any meeting.

Article 7. Amendment of By-Laws

These By-Laws can be amended by Board approval by a sixty percent (60%) majority vote of the Board of Directors; provided that at least four days' prior written notice to each acting Director must be given of intention to amend By-Laws.

Article 8. Fiscal Year

The fiscal year of the Club shall be from September 1 to August 31.

Article 9. Parliamentary Rule

NWSC shall follow Robert's Rules of Order to conduct all board and general membership meetings. The simple majority of members present at a meeting with two-week notice shall be necessary to pass a motion.

Article 10. Dissolution

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization or to an organization as shall at the time qualify as an exempt organization or organizations under sections 501(c)3 or 501(c)7 of the Code, as the Board of Directors shall determine.