

HIGHWOOD BOCCE COURTS, INC. AKA HIGHWOOD BOCCE CLUB

Amended By-Laws 10th day of January, 2016

- A. The name of the corporation shall be the HIGHWOOD BOCCE COURTS, INC.
- B. Mission Statement and Objectives: The goals and purposes of the organization shall be to protect and further the interest and welfare of its members and the club as a whole, and to enhance community accord and friendship.

Objectives:

- promote the game of bocce and to disseminate information pertaining to the same;
- educate the public about the game of bocce;
- provide social activities for the members;
- create awareness of Italian Heritage and Culture

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ARTICLE ONE
MEMBERS

SECTION 1

- A. Membership shall be open to any individual 25 years of age or older, who files an application for membership and is sponsored by a current member in good standing.
- B. There shall also be a Junior membership for individuals 12 to 24 years of age as well as a Spouse/Partner membership. These membership classes both pay reduced fees. Spouse/Partner members must cohabit to be eligible for this membership class. Spouse/Partner members have full voting rights, Junior members can only vote when they are 18 or older.
- C. Any individual applying for membership after January 31st of said year shall pay an initiation fee in the amount to be determined by the Administration as the membership dues for that year.
- Initiation fees are \$25 for all membership classes. Annual dues are:
- Regular membership \$125.00 - except dues are waived for members 85 years or older although they still must pay a \$25 administrative fee to retain membership
 - Spouse/Partner membership \$200
 - Junior membership \$50
- D. In recognition of their service to the Club, previous Presidents of the Club are provided a Lifetime membership which exempts them from annual membership dues. This benefit begins the first year of membership after their presidency is completed.
- E. Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- F. All members and their guests will abide by the Club rules and the Bylaws of the Highwood Bocce Club. Members are responsible for the behavior and actions of their guests. The conduct of all members and their guests shall be in the best interest and welfare of all members, administration, guests, and staff while on the Highwood Bocce Club's property.

Misconduct shall include but not be limited to:

1. Any action causing physical damage to the Club and its property
2. Inappropriate or abusive language or physical actions which directly attack a person and/or group
3. Default in payment of dues, initiation fees, or any other money owed to the Club

The Board of Trustees may undertake the following steps to address such misconduct:

1. A written letter to the member will mandate their presence at the next Board meeting for review of any conduct violations
 2. After the aforementioned review, the Board of Trustees may choose by affirmative vote of the majority of the members to do any of the following.
 - If the review determines the member is not at fault, no action will be taken
 - Formal warning to the member with a repeat violation resulting in either membership suspension or termination
 - Immediate suspension or termination of membership
- G. Any member may resign by filling a written resignation with the Board of Trustees, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, initiation fees, or any other charges theretofore accrued and unpaid.
- H. Upon written request signed by a former member and filed with the Board of Trustees, the Board of Trustees may by affirmative vote by a majority of its members, present at a special meeting called for that purpose, or at a general membership meeting, reinstate such former member to membership upon such terms as the Board may deem appropriate. Including the payment of past-due membership dues. If the former member has been a non-member for more than one year (12 months), then as a condition of reinstatement to membership, shall pay an initiation fee in the current year's amount.
- I. Membership in this corporation is not transferable or assignable.

ARTICLE TWO MEETINGS OF MEMBERS

SECTION 1 - General Membership Meetings

General meetings of the membership are to be held quarterly. Suggested dates and purposes are noted below, but are only guidelines and can be revised based upon the needs of the Club and the judgement of the Administration.

- Second Sunday in January for the installation of officers and presentation by the outgoing President of the previous year's financial report
- Second Sunday of April
- Second Sunday of July for presentation of the mid-year financial report by the Board of Trustees
- Second Sunday of October for election procedures

SECTION 2 - Elections

A meeting of the members shall be held every two years on the second Sunday of November for the purpose of electing Officers and Trustees.

SECTION 3 - Special Meetings

Special meetings of the members may be called either by the President, Board of Trustees, or by an individual member providing he/she has circulated and obtained documented support (in petition form) of not less than 15% of the members having voting rights.

SECTION 4 - Notice

Written notice stating the place, date, hour and purpose of such meeting shall be delivered to each member not less than fourteen [14] or more than forty [40] days before the date of such meeting. Notice via email is acceptable. If mailed, the notice of meeting shall be deemed delivered when deposited in a United States postal receptacle addressed to the member at the address as it appears on the records of the Corporation, with postage pre-paid.

SECTION 5 - Location

All meetings shall be held at the Bocce Court facilities unless the Board shall designate another place for such meeting. Sunday quarterly meetings will begin at 3:00 or 3:30 PM.

SECTION 6 - Quorum

Actions by the general membership including elections, approval of building additions or renovations, expenses in excess of \$5000, raises in dues in excess of 15% greater than the existing amount and any action which will significantly impact on the club both in use and appearance, shall require a quorum consisting of no fewer than 10% of currently active members.

If a quorum is present, the affirmative vote of a majority of the voters represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General-Not-For-Profit Act, the articles of Incorporation, or these By-Laws. Withdrawal of members from any duly constituted meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE THREE ADMINISTRATION

SECTION 1 - Management

The affairs of the corporation shall be managed by the members of the "Administration". The Administration shall consist of a President, Vice President, Treasurer, Recording Secretary and seven [7] Trustees.

SECTION 2 - Regular Meetings

A regular meeting of the Administration shall be held monthly without other notice than these By-Laws.

Special meetings of the Administration may be called by the President or any two officers. The officers authorized to call for special meetings shall choose the place and time.

SECTION 3 - Notice

Notice of any special meeting of the Administration shall be given at least five [5] days prior thereto, by written notice to each Officer at the address as shown by the records of the corporation, or by e-mail.

Notice of any special meeting may be waived either in writing signed by the person or persons entitled to the notice either before or after the time of the meeting, or by attendance at the meeting, unless the attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4 - Quorum

In order for the Administration's actions to be binding, a total of not less than six (6) members shall be present including the President who shall vote only in the case of a tie. Actions by the Board of Trustees shall require the presence of a minimum of four (4) Trustees and the affirmative vote of a majority of those present shall decide any matters before the Board.

No officer may act by proxy at any meeting.

SECTION 5 - Vacancies

Any vacancy occurring in the Administration shall be filled by the President and subject to approval by a majority of the Board of Trustees. By a majority vote, the appointed individual shall fill the vacancy until the next quarterly scheduled meeting. The procedural rules for general elections shall apply.

Should there at any time not be a candidate for election to any office, so as to create a vacancy in the Administration, such vacancy shall be filled by majority vote of the duly elected Board of Trustees in conformity with the provisions herein. Should any such proposed candidate decline, in particular the office of President, then in such case the affairs of the Club shall be managed by the then sitting members of the Administration, until such time as individuals are elected or duly appointed. This language is not meant to in any way diminish or alter the duties and responsibilities of a duly elected or appointed President, but rather to provide for appropriate management of the Club in the absence of a President.

SECTION 6 - Compensation

Officers shall not receive any stated salaries for their services.

ARTICLE FOUR BOARD OF TRUSTEES/OFFICERS

SECTION 1 - Officers

Each member of the Administration shall be elected by the general membership at the regularly scheduled election meeting as noted herein.

Each officer in the Administration will have one vote.

SECTION 2 - Removal

Any officer elected by the members or the Administration may only be removed for cause by the Administration. Such officers will have the option to present their case before the membership at a general meeting.

SECTION 3 - Board of Trustees

The duties of the Board of Trustees shall include but are not limited to:

1. Examine the financial and membership books every three months, sign off on their accuracy
2. The ouster of members of the general membership including members of the Administration
3. The review of all expenditures of the Corporation funds not exceeding \$5,000.00 for a single transaction, and the approval of all non-emergency expenditures between \$2,000 and \$5,000
4. The establishment and modification of dues
5. The appointment of the Election Supervisor
6. All other matters which may arise, in addition to the daily decisions to be made by the President, or upon the request of the President for an advisory opinion

PRESIDENT

1. The president of the corporation shall be responsible for the daily affairs of the corporation. These shall include but are not limited to: overseeing the operation of the bar, including the purchase of stock and maintenance of inventories; the hiring and scheduling of bartenders, including volunteers; the scheduling of parties and events involving use of the corporate facilities including the kitchen, dining room and bocce courts; ensure that the facilities are maintained in a clean and orderly fashion; and secure and maintain all appropriate and necessary insurance for the premises, covering the building, the membership, guests and the general public.
2. In complying with the above stated duties, the president may from time to time establish and maintain committees and appoint chairmen of same to assist with any stated duty or responsibility. Examples of such committees include Entertainment, Kitchen, Bar, Bocce, and Maintenance. Such volunteer committee chairman shall report to the President and shall serve at his/her pleasure.

3. In addition to the foregoing, the President shall have authority to expend up to \$2,000, without approval of the Administration or membership, with a total expenditure maximum within one year of \$10,000. In the event of an emergency the President shall also have the authority to spend up to \$5,000 without approval of the Administration or membership and without impact to the yearly maximum expenditure limit. Any non-emergency expenditure greater than \$2,000 but less than \$5,000 shall be approved by the Board of Trustees. Any amounts in excess of \$5,000 shall first be submitted to the Board of Trustees and if approved must then be submitted to the membership for approval at the next scheduled membership meeting, or sooner as a special meeting, provided all notice requirements are complied with.
4. The President may cast a vote as part of the Administration only in case of a tie.
5. The President must abide by and enforce these by-laws, may reject any motion in conflict with the corporation's rules and by-laws.

VICE PRESIDENT

The Vice President shall act for the President in his or her absence or inability to serve, and shall discharge such other duties as the President and Administration may assign.

TREASURER

The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer's duties are the following:

1. Have charge of and be responsible for the maintenance and accuracy of the financial books of the corporation.
2. Report on all income and expenses, bar, kitchen, bocce and special events
3. Provide a monthly written report of all financial transactions from the previous month to the Board of Trustees.
4. Collect dues and assessments income and provide a receipt for the member if required.
5. The Treasurer and or the President or an officer chosen by the Administration and approved by the Board shall co-sign all expense checks.
6. The Treasurer shall be responsible for overseeing the acquisition, expenditure, investment and protection of corporate funds.
7. Prepare for presentation at each quarterly general membership meeting a statement of financial conditions that has been audited by the Board of Trustees.

RECORDING SECRETARY

1. Shall record the minutes of all meetings, Administration and membership. Will make minutes for general membership meetings available to the membership including the posting of these minutes on the club website.
2. Read and record all correspondence received or sent pertaining to corporate business.
3. Keep a record of the postal addresses, e-mail, and phone numbers of the members.
4. Mail notices to the membership when required.
5. Be custodian of the corporate records and the seal of the corporation.
6. Perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or the Administration.

ASSISTANT TREASURER

The duly elected Treasurer may with the approval of the Board, select a member in good standing to assist him/her in the discharge of his/her duties and responsibilities. The assistant may attend meetings, but will not be able to vote on any issue. Should the Treasurer at any time resign or be unable to act, the Assistant Treasurer may assume with Board approval all duties and responsibilities of the office until the next regular membership meeting at which time the matter shall proceed under the procedural requirements established for election meetings.

ASSISTANT SECRETARY

The duly elected Secretary may with the approval of the Board, select a member in good standing to assist him/her in the discharge of his/her duties and responsibilities. The assistant may attend meetings, but will not be allowed to vote on any issue. Should the Secretary at any time resign or be unable to act, the Assistant Secretary may assume with Board approval all duties and responsibilities of the office until the next regular membership meeting at which time the matter shall proceed under the procedural requirements established for election meetings.

ARTICLE FIVE ELECTIONS

SECTION 1 - Election and Term of Office

Each individual elected to the office of President shall serve for a two-year term. The same individual shall be allowed to hold the office if elected for two consecutive terms. This individual may then run again after not being President for a full two-year term. The intent herein is to create a consecutive term limit of four years, in part to allow for greater participation by the general membership. The above stated shall only be applicable to the office of President and not any other officers.

The election shall be supervised by an Election Supervisor. Such individual shall be a club member, in good standing and shall be appointed by the Trustees, not less than 30 days prior to the election. The Election Supervisor will be assisted on the day of the election with the gathering and tabulation of ballots by one member for each candidate for the office of President that is selected by that candidate.

SECTION 2 - Qualification for Office

Candidates for any voting position on the Administration must be a member in good standing for at least one year at the time of the election unless an exception is approved by the majority of the Board of Trustees.

Candidates for the positions of Officers and Trustees shall submit written petitions to any member of the Administration or duly appointed Election Supervisor not later than 30 days prior to the election meeting. Each candidate for President shall have the opportunity to submit a position paper, not to exceed two typewritten pages or address the gathered members for a period not to exceed 5 minutes at the meeting. The election supervisor shall cause ballots to be printed incorporating the position to be filled and the names of individuals who have submitted petitions for such position. The ballots once completed shall be gathered and counted under supervision of the Election Supervisor, who shall be assisted in the counting of ballots by representative of each candidate for president. Each individual with the highest number of votes shall be declared the winner. In case of a tie for any particular position, a revote shall be taken in accordance with the procedures outlined herein.

SECTION 3 - Ballots for Elections

Members will be allowed to run for office as a slate. Candidates, who wish to run as a "slate" may do so, provided that each position to be filled has a candidate nominated. Also, the individual "slate" candidates do so with the understanding that votes will be cast for individual candidates separate and apart from the "slate" itself. Should such candidates vote total exceed the total received by the "slate", that individual shall be elected to the office for which he/she ran in lieu of the "slate" candidate.

Absentee voting is permitted providing the member complies with the following; a written request must be made and directed to the Election Supervisor including the following information; 1) Name of member; 2) Address where absentee ballot is to be sent during the member's absence (individuals who have not yet left may secure a ballot in person, if available and must follow the same procedure as outlined herein); 3) Completed and signed ballot must be returned not less than seven (7) days prior to the election.

The Board of Trustees has approved a need for an absentee ballot for elections and may also allow absentee voting in matters of great impact on the corporation.

SECTION 4 - Political Material

No political material will be posted in the corporation facilities. If the meeting room is rented for a political gathering or meeting, all said material shall be removed at the end of the meeting or gathering.

ARTICLE SIX BOOKS AND RECORDS

The Administration shall keep correct and complete books and records, and shall also keep minutes of the proceedings of its members and committees.

The Administration shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney for any purpose at any reasonable time. All records shall be turned over to the Administration by all officers when their term is terminated.

ARTICLE SEVEN DUES

SECTION 1 - Annual Dues and Initiation Fee

Dues shall be determined by the Board of Trustees after consultation with the Administration. If any given request for increase in dues, initiation fees or other assessments exceeds 15% of the previous amount, such determination shall be submitted to the membership for vote.

SECTION 2 - Payments

All dues, including any initiation fees or assessments, are to be paid on or before January 31st of each year. A penalty in the amount of \$5.00 shall be added for each month of tardiness. Dues of a new member shall be pro-rated from the first day of the month in which such new member is elected to membership, until the end of the fiscal year of the corporation. Members may pay dues with their credit card, with cash or by personal check. A receipt will be provided by the Club for credit card payments and cash but not for personal checks.

SECTION 3 - Default

When any member shall be in default in the payments of dues or initiation fee for the period of three months from the beginning of the period for which such dues became payable, his membership may be terminated by the Board of Trustees. In the event of a hardship, a member may petition the Board of Trustees in writing for exemption from paying their dues or some part thereof, or the initiation fee. The Administration shall consider each case individually and shall have the discretionary power to waive all or any part of the member's dues or initiation fee. The decision of the Administration shall be final and uncontestable.

**ARTICLE EIGHT
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act Of Illinois, or under the provision of the Articles On Incorporation or by the By-Laws of the corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE NINE
AMENDMENTS**

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Administration and the membership. Such action shall be taken at a regular or special meeting for which notice has been given providing a petition, signed by a minimum of 10% of the voting membership, has been presented to the Board of Trustees prior to said meeting. If the changes are accepted, all members will be notified and the proposed changes will be voted on at the next membership meeting.

If changes are approved by the membership, copies of the revised By-Laws shall be made available to existing members and new members joining the club.