

**BY-LAWS
OF
BROOKDALE RACQUET CLUB, INC., AS AMENDED
NAPERVILLE, ILLINOIS**

ARTICLE I – PURPOSES

Brookdale Racquet Club, Inc., (the “Club”), is organized pursuant to Articles of Incorporation or a not-for-profit corporation issued by the State of Illinois on January 18, 1977, and recorded in the Office of the DuPage County Recorder on January 27, 1977, as Document No. R77-06543.

The purposes of the Club as reflected in its Articles of Incorporation are as follows:

1. To provide high standards of maintenance and operation of all property in Brookdale, a part of Sections 10, 11, 14 and 15, Township 38 North, Range 9, East of the Third Principal Meridian, DuPage County, Illinois, as to those properties reserved for the common use of all residents and owners of property therein including, but not limited to, private common open space, recreational facilities, club houses and private streets, and in general to maintain and promote the desired character of Brookdale.
2. To acquire, construct, maintain and operate athletic facilities including swimming pools, tennis courts, Club facilities in connection therewith and other related activities.
3. To provide instruction and physical education including but not limited to swimming, tennis and other similar activities.
4. To receive property of every kind, whether real or personal and to administer and apply such property and the income therefrom exclusively for the foregoing general purposes.
5. To receive any gift, bequest, or devise of any such property for any purpose specified by the donor or testator within any of the foregoing general purposes, provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any member, member of the Board of Directors, officers or the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to, by or for the corporation affecting one or more of its purposes) and that no part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, and that no part of the net earnings or other assets of the Club shall be contributed to any organization which does not conform to the requirements set forth in this paragraph.
6. To exercise such other powers as are now or may hereafter be granted by the General Not-For- Profit Corporation Act of the State of Illinois.

ARTICLE II - OFFICES

The Club shall have and continuously maintain in the State of Illinois a registered office and a registered agent, whose office is identical with the registered office, and may have other offices within the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III - MEMBERS

Section 1 – Membership. The Club shall have two classes of membership: equity membership and annual membership.

Section 2 – Equity Membership. Any record owner or beneficial owner of a fee simple interest in a lot, improved with a single family or duplex residence may become an equity member of Brookdale Racquet Club, Inc. and each member shall be entitled to one vote on each matter submitted to the vote of the membership, provided, that where title to a lot or parcel is in more than one person, such owners acting jointly shall be entitled to vote as one owner. Memberships shall not be transferable except as provided for herein. The total number of equity memberships to be issued and outstanding is 450, with 25 equity memberships reserved for senior members.

Section 3 – Annual Membership. The Board of Directors, in its discretion, upon application in writing to the Club on the approved form, may issue annual memberships. Annual members shall have no ownership or equity interest in the property, improvements or any assets of the Club and such membership shall not be renewable as a matter of right, any renewal being subject to the approval of the Board. All annual memberships shall automatically terminate at the end of each calendar year. The Board in its discretion may renew, without limitation as to number, any or all annual memberships held during the preceding year. However, in no event shall any new annual memberships be issued when the total equity memberships issued and in good standing together with renewed annual memberships, equal or exceed 95% of the designated capacities at any facility operated by the Club.

On or after May 15th of each year, the Board of Directors shall determine whether a sufficient number of equity memberships have been maintained to defray the estimated operating cost of the Club for the current year. If it is determined that an insufficient number of such memberships have been maintained, the Board of Directors shall renew and/or issue the number of annual memberships that are estimated to be necessary to defray the operating costs for the current year. Annual memberships may be issued by the Board, subject to the limitations contained herein, at any time and upon such terms as the Board of Directors shall determine.

Any record owner or beneficial owner of a fee simple interest in a subdivided lot, improved with a single family or duplex residence, may not become an annual member of Brookdale Racquet Club, Inc., but may only be an equity member as provided for in Article III, Section 2.

Section 3-Senior Memberships. The Board of Directors, in its discretion, may issue senior memberships. Senior memberships may be offered only to existing equity members who are at least 55 years of age, and who have been equity members for the previous three (3) years. In order to qualify as a senior member, an equity member must provide an annual registration form identifying only the member and his or her spouse or partner as occupants of the member's household. The Board of Directors may, in its discretion, set annual dues and other requirements for senior membership.

Section 4 – Membership Privileges. All equity and annual members, in good standing, and their immediate family residing in the same household as the member, shall be entitled to the privileges of membership, including the use of all physical facilities of the Club with the exception that annual memberships shall be subject to whatever restrictions as may be designated by the Board of Directors from time to time. An equity or annual member not current in payment of dues and/or such special assessments as the Board of Directors may from time to time levy is not in good standing for purposes of exercising the privileges of such membership.

Section 5 – Certificates of Membership. Certificates of membership shall be maintained in the records of the Club, and be issued therefrom to all equity members, under the corporate seal of the Club, and shall be numbered, registered and signed by the President and the Secretary of the Brookdale Racquet Club, Inc. All certificates returned to the Club shall be cancelled by the Secretary, and such cancelled certificates replaced in the records of the Club.

Section 6 – Termination and Transfer of Membership. An equity membership shall be terminated whenever an equity member is in arrears in the annual dues or other indebtedness for a period of six months.

Upon termination of membership for any reason, all membership privileges shall cease, but such termination shall not in any manner release the right of the Club against the person whose membership is terminated, or any other claim or rights whatsoever which the Club may have against such person at the time the membership is terminated. Any equity member who ceases to be a resident owner of a single family or duplex residence, unless said membership is transferred to the purchaser of the said residence, must tender his certificate of membership to the Secretary of the Club for cancellation. Upon receipt of such certificate, such member shall thereupon be entitled to the redemption value of such certificate; provided, however, that the Club shall not be obligated to pay such redemption value unless and until equity membership has reached capacity. Thereafter, payment of redemption value to such former members shall proceed in order of cancellation with one payment being made each time a new equity membership is issued in replacement of a cancelled equity membership on the redemption list, and the fee for such replacement membership is received by the Secretary. The Secretary shall maintain a record listing cancelled equity memberships by date and such lists shall be available for inspection by any member or any canceling member who at the time such inspection by any member or any canceling member who at the time such inspection is requested has not received payment of the redemption value of his membership. The Board of Directors shall have the power, whenever it determines the financial situation of the Club permits, to pay the redemption value to a canceling member in advance of the time otherwise provided for in this section and any such payment shall be in sequence of priority as provided for herein.

The redemption value of any certificates of membership shall be 75% of the price paid by the equity member for the membership, less any indebtedness owed to the Club by said equity member.

In cases involving the transfer of membership by a home seller to his home purchaser, it is necessary for the seller to notify the Secretary of the Club in advance of the transfer, and to obtain a letter from the Secretary showing that the member is in good standing. A failure to obtain such a letter may, in the sole discretion of the Board of Directors, invalidate the proposed transfer. In the event the seller owes outstanding dues, equity payments, assessments or late fees, said amounts owed shall be paid prior to, and as a condition precedent, to the transfer becoming effective. When memberships transferred in this fashion are thereafter terminated or transferred, the redemption price will be based on the original price of the membership.

The Club shall maintain a written waiting list for equity membership and upon an equity membership becoming available the Club will first make said membership available to any person owning and residing in a residential property in Brookdale before offering said membership to any other party on said waiting list.

Any member who is not indebted to the Club may, at any time, resign his membership by turning in to the Secretary of the Club his certificate of membership for cancellation and forfeiting all rights thereunder. Redemption of the resigned membership shall be as defined herein.

Any person who, for any cause, shall cease to be a member, shall forfeit all his rights and interest and equity in the Club and its property except as otherwise may be provided herein.

Upon the death of a member in good standing, the certificate of membership will be charged with regularly accruing dues until such certificate is cancelled or transferred to the surviving spouse. Such liability shall not exceed one year's annual dues. Upon written notice of cancellation, the member's estate shall be paid the redemption value, if any, of the membership as provided for herein. A spouse of a deceased member, upon application to the Board of Directors, shall be entitled to have said membership transferred to the surviving spouse without payment of any fee provided the deceased's indebtedness, if any, to the Club shall have been paid in full.

Section 7 – Membership Dues. The annual dues for all equity members shall be on an equal pro-rata share of the cost of exercising the powers of the Club, rendering the services, and maintaining the facilities and improvements of the Club. Special assessments against equity members may be levied from time to time as 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 absentee ballot at a regular meeting or at a special meeting called for the purpose of considering the same. New equity members joining during June, July and August shall pay dues pro-rated from the effective date of their membership through September first. Annual dues for all annual members shall be determined by the Board of Directors, but in no event shall the amount be less than the annual dues for equity members.

Section 8 – Budget. The Board of Directors shall by the fifteenth day of February of each year formulate an estimate of the probable cost of operation for the coming season and shall determine the annual dues to be charged for equity and annual memberships. The Board shall notify by the first day of April all equity members in good standing of the estimate of probable cost and annual dues for the current year.

Section 9 – Payment of Dues; Voluntary Suspension. Equity members shall by the first day of May notify the Board of Directors of their intention to maintain their membership for the current year by remitting to the Club the full amount of the dues for membership. Dues paid after the first day of May will be subject to a late charge. Dues paid by mail shall be subject to a late charge if postmarked after the first day of May. Dues of members terminating their membership shall be refunded on a pro-rata basis according to the number of days of the pool season, defined for purposes of these By-Law as Memorial Day to Labor Day, that have elapsed at such time the membership is terminated, as determined by the Board of Directors in accord with a uniform policy established at the beginning of the year. However, no refund shall exceed 75% of annual dues nor shall any refunds be made in the case of membership terminations taking place after August 1st of the current year.

The Board of Directors shall have discretion, upon written application by an equity member in good standing, to suspend said membership for one year while reserving the member's right to reinstate

in the succeeding year. Such consideration, if approved, shall be extended to the applicant on a one-time-only basis. Any such application shall be made by the equity member no later than the first day of April, shall state the reasons for the request to suspend membership, and shall be accompanied by payment of a membership maintenance fee in the amount of 25% of equity membership dues assessed for the preceding year. An equity member whose application is approved shall not have use privileges at Club facilities, nor be entitled to vote as an equity member, during the year in which the membership is suspended. If such application is not approved, the Board of Directors shall refund the tendered maintenance fee, and the applicant will be required to pay membership dues for the current year in full by the first day of May in order to remain a member in good standing.

Section 10 – Involuntary Suspension; Forfeiture. When the annual dues or other indebtedness of the equity member shall remain unpaid for a period of twenty (20) days after notice thereof to the delinquent member, a second notice shall be sent. If the indebtedness still remains unpaid ten (10) days after the second notice, the delinquent membership shall stand suspended. If the delinquency continues for a period of six (6) months (calculated from the date the dues or other indebtedness was due), the equity membership shall be forfeited, in which event the party shall cease to be a member of the Club and all rights therein and in the Club's property shall be terminated and vested in the Club. A member whose membership is thus suspended may be reinstated before forfeiture upon payment of all arrears including late charges. A notice to any such member by mail to the last post office address on the Club's books shall be sufficient notice hereunder.

Payment of redemption value for a forfeited membership shall be subject to provisions of Article III, Section 6 hereof.

Section 11 – Lien of Assessment. All dues and all assessments levied by the Club and the house account of each member shall be a first lien upon the certificate of membership.

Section 12 – Guests. The Board of Directors shall fix by vote the terms and conditions upon which guests of members may use the pool facilities of the Club. The Board shall be guided by a poll of the membership in establishing the policy of guest privileges as liberal as may be compatible with best use of the facilities by the membership. The Board may make limited exceptions to guest rules under unusual circumstances.

Section 13 – Dissolution. 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 therefore, shall be distributed in equal shares to members of the Club at the time of dissolution. Provided, however, that no 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 and allowed under the Articles of Incorporation.

ARTICLE IV – MEETING OF EQUITY MEMBERS

Section 1 – Annual Meeting. An annual meeting of the equity members shall be held the Thursday before Thanksgiving Day each year. The hour of the meeting shall be 7:30 p.m. and shall be for the purpose of electing Directors of the Club and for the transaction of such other business as may come before the meeting. If such day is a legal holiday, the meeting shall be held on the same hour on the next succeeding business day. If, in any year during which members of the Board of Directors are to be elected under the By-Laws, the election of Directors is not held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the

election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

Section 2 – Special Meetings. Special meeting of the equity members may be called either by the President, the Board of Directors, or by members having in the aggregate not less than one-tenth of the votes entitled to be cast at the meeting of members.

Section 3 – Place of Meeting. The Board of Directors may designate any place within the City of Naperville as the meeting place for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be not otherwise called, the place of meeting shall be at 1625 Brookdale Road, Naperville, Illinois.

Section 4 – Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of equity members shall be delivered either personally, by U.S. mail or by electronic communication to each member not less than five or more than forty days before the day of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the U.S. mail addressed to the equity member at the address as it appears on the records of the Club with postage thereon prepaid. If sent electronically, the notice shall be deemed delivered when sent to the email address or other electronic address furnished by the member to the Club on the member's most recent annual registration form.

Section 5 – Informal Action by Members. Any action required to be taken at a meeting of the members of the Club or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth action so taken, shall be signed by all of the equity members entitled to vote with respect to the subject matter thereof.

Section 6 – Quorum. The members holding 10% of the votes entitled to be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at a meeting of members, a majority of the votes of the members present who are entitled to vote may adjourn the meeting from time to time without further notice. The vote of a majority of the votes entitled to be cast represented in person or by absentee ballot at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the General Not For Profit Corporation Act of Illinois, by the Articles of Incorporation or by these By-Laws.

Section 7 – Absentee Ballot. All substantial matters (as determined solely by the Board of Directors) to be voted upon by the membership shall be set forth in writing and submitted to the entire membership no less than 14 days prior to the meeting when and where the vote is to be taken. The written question shall contain a ballot suitable to be submitted to the Secretary to indicate an absentee vote. The Board of Directors shall be solely responsible for creating mechanisms and safeguards to maintain and enforce fairness and to prevent fraud in the use of the absentee ballots.

Section 8 – Loans and Encumbrances. The Club through the Board of Directors may not obtain a loan, whether secured or unsecured, or encumber the assets of the Club without approval by a majority of the members of the Club present in person or by written absentee ballot at a membership meeting called for this purpose. The presence in person or by absentee ballot at said meeting by the members of the Club having 10% of the total votes shall constitute a quorum. However, said loan or encumbrances must be approved by not less than 25% of the total members of the Club. This provision shall not restrict the powers of the Board or the Club to contract for goods

or services in the ordinary course of the Club's operation. This provision may not be amended unless 25% of the total members of the Club approves such amendment, in accordance with Article XIV of these By-Laws.

Section 9 – Other Expenditures. The Board of Directors may authorize the expenditure of monies to cover operating and maintenance costs without prior approval of the membership. All expenditures greater than \$75,000.00 will be subject to approval of 25% of the total membership. Expenditures concerning Article IV Section 9 must be approved by not less than 25% of the total membership.

Section 11 – Approval of a Clubhouse Facility. The Club, through the Board of Directors, may not approve the expenditures and financing relating to the construction of a Clubhouse Facility unless at least 60% of the active Members of the Club approve a proposal to construct such a facility. For purposes of this section only, any proposal by the Board of Directors to construct a Clubhouse Facility shall be submitted to the entire membership of the Club in writing, and shall include a proposed budget for construction, projected future operating costs, and the details relating to any financing the Board of Directors believes would be necessary to construct the facility. The membership will be given the opportunity to cast their votes on the entire proposal in person at a general meeting called for that purpose, or by absentee ballot. This Section is adopted solely to address any proposal by the Board of Directors to construct a Clubhouse Facility and shall not otherwise restrict the effect of Sections 8 and 9 of Article IV in the ordinary course of the Club's operations.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – General Powers. The affairs of the Club shall be managed by its Board of Directors.

Section 2 – Number, Tenure, Qualifications. Except for the initial Board of Directors, the number of Directors of the Club shall be five (5). Each Director shall hold office until the next annual meeting or until his successor shall have been elected and qualified. The Directors must be equity members of the Club. Said Directors shall hold office for two-year terms. Directors must be Equity members, but may be residents of Brookdale Subdivision or residents from outside of Brookdale Subdivision provided, however, that at no time shall there be more than two Directors who reside outside of Brookdale Subdivision. The annual equity membership dues for each Director shall be suspended during their term of office.

Section 3 – Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without other notice than this By-Law, immediately after and at the same place as each annual meeting of members.

Section 4 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place of holding any special meeting of the Board called by them.

Section 5 – Notice. Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours previously thereto by written notice delivered personally, by U.S. mail or by electronic communication to each member of the Board at his or her address as shown by the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent electronically, the notice shall be deemed delivered when sent to the email address or other electronic address furnished by the member to the Club on the member's most recent annual

registration form. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these By-Laws.

Section 6 – Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Board of Directors are present at such meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7 – Manner of Acting. The Board of Directors shall act either by a majority vote of the members of the Board present at a meeting at which a quorum is present or by written consent, setting forth the action taken, signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 8 – Vacancies. Any vacancies occurring in the Board of Directors among the members of a class of Directors or any office to be filled by reason of an increase in the number of a class of Directors shall be filled by the remaining members of that class of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 9 – Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors, any Director may be reimbursed for his actual expenses in carrying out his duties, provided that nothing herein contained shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefore.

Section 10 – Complaints. 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 conduct unbecoming a member or for any conduct injurious to the order, peace, interest or welfare of the Club or at variance with its objects, constitutions, By-Laws or rules. Any such complaint made by a member or by the pool committee or tennis committee shall be in writing and signed by such member or by the chairman of the committee, or where action is taken by the Board of Directors, it shall be by resolution of the Board. In any case, the Secretary, at the direction of the Board, shall in writing notifying the member so cited, furnishing him with a copy of said complaint or resolution and giving him at least five (5) days' written notice to appear before the Board of Directors to answer thereto. Investigation of such complaint shall be conducted in manner and form as the Board of Directors may provide. If upon investigation and hearing, the Board of Directors shall be satisfied that the cited member is guilty of such conduct or misconduct, the Board may censure or suspend said member. Any member under suspension shall not be permitted to enter upon Club property or exercise any of the privileges of membership.

ARTICLE VI – OFFICERS

Section 1 – Officers. The officers of the Club shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected by and from the Board of Directors in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable,

such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary, or President and Treasurer.

Section 2- Election and Term of Office. The officers of the Club shall be elected every year by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3 – Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby.

Section 4 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – President. The President shall be the principal executive officer of the Club, and shall, in general, supervise and control all the business and affairs of the Club. He or she shall preside at all meetings of the members and of the Board of Directors and shall do all things and perform all acts incident to the office of the President of the Club. He or she shall appoint all members of all standing committees; however, such appointments shall be subject to the confirmation of the Board of Directors. He or she shall appoint all special committees. He or she shall have the power to remove any member of any special committee. He or she shall be an ex-officio member of all committees. He or she may sign with the Secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Club.

Section 6 – Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in the order designated, or in the absence of any designation, then in the order of their election) shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

Section 7 – Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time be assigned to him by the President or by the Board of Directors.

Section 8 – Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; see that all notices are duly

given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club under seal is duly authorized in accordance with the provisions of these Bylaws; issue and transfer certificates of membership; keep a register of the post office address of each member which shall be furnished to the Secretary of such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9 – Assistant Treasurer and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the President or the Board of Directors.

Section 10 – Committees. The President, at any meeting of the Board of Directors may appoint a chairman and members for the following optional committees:

1. Pool Committee: Which committee may be charged with the responsibility for the operation of the pool facilities and buildings of the Club, including the maintenance of said facilities and maintenance of the grounds.
2. Membership Committee: Which committee may be charged with the responsibilities of all matters pertaining to membership including the supervision of the annual meeting and the election of the Board of Directors.
3. Auditing Committee: Which committee may consist of three (3) members who are not Directors, shall annually audit the books of the Club and shall report the results of said audit at the annual meeting. The report of the auditing committee shall be available to all members at all times.
4. Social Committee: Which committee may be responsible for all social functions sponsored by the Club.
5. Tennis Committee: Which committee may be charged with the responsibility for the operation of the tennis facilities of the Club including the maintenance of all facilities thereto.
6. Swim Team Committee: Which committee may be charged with the operation of the swim team.

The chairmen of said committees shall prepare and submit to the President, a list of committee members to serve on such committees for the succeeding year. Nothing contained herein shall preclude the President from appointing such other committees or committee members and delegating to them such powers and duties as the President may from time to time deem expedient.

ARTICLE VII – PROPERTY, CONTRACTS CHECKS, DEPOSITS AND GIFTS

Section 1 – Property. Title to all property shall be had in the name of the Club, and membership in the Club shall not give any member any interest in the property of the Club. Any conveyance of property shall be made in the name of the Club by the President and attested by the Secretary, or in

the absence of these officers, by those delegated to perform their duties as elsewhere provided in these By-Laws.

Section 2 – Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.

Section 3 – Checks, Deposits, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Club, shall be signed by such officer or officer's agent or agents of the Club, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Club.

Section 4 – Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 – Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club.

ARTICLE VIII – CERTIFICATE OF MEMBERSHIP

Equity Membership Certificates shall be issued to equity members and Annual Membership Certificates shall be issued to annual members in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and Secretary and shall be sealed with the seal of the Club. All certificates of the same class shall be numbered consecutively in the order issued and the name and address of the member and the date of issuance shall be entered on the records of the Club. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine. Upon the termination of the membership of any member, the certificate issued to him shall be endorsed by such member and surrendered to the Club. Any certificate not so surrendered shall automatically become null and void on the 30th day following such termination of membership.

ARTICLE IX – BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority to the Board of Directors, and 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 Club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X – FISCAL YEAR

The fiscal year of the Club shall begin on the first day of November and end on the last day of October in each year.

ARTICLE XI - SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Club and words, "Corporate Seal, Illinois".

ARTICLE XII - NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Club, 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 XIII - INDEMNIFICATION

Each person who has acted or who is now acting as a director, officer, committee member, registered agent, attorney, accountant or employee for or on behalf of the Club shall be indemnified by the Club against any 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 part by reason of his having acted or now acting in such capacity. Such indemnification shall not be applicable where such person be adjudged guilty by a court of law in willful misconduct in the performance of his duties.

ARTICLES XIV – AMENDMENTS TO BY-LAWS

These By-Laws may be changed, modified, or rescinded by an instrument in writing setting forth such change, modification, or rescission, certified by the Secretary of the Board of Directors. Said change, modification, or rescission shall be approved by a majority of the members of the Club present in person or by written absentee ballot at a membership meeting called for this purpose. The presence in person or by absentee ballot at said meeting of the members of the Club having 10% of the total votes shall constitute a quorum. However, said change, modification, or rescission must be approved by not less than 10% of the total members of the Club. Any change, modification, or rescission concerning Article IV, Section 9, must be approved by not less than 25% of the total members of the Club.

Attest:

Barbara M. Sullivan
Secretary, Brookdale Racquet Club, Inc.

Anthony G. Hopp
President, Brookdale Racquet Club, Inc.

Board of Directors, Brookdale Racquet Club, Inc.

November 23, 2017

Dated