

BY-LAWS

NEW TRIER SAILING NFP Adopted as of September 28, 2016

ARTICLE I NAME

This corporation shall be known as the New Trier Sailing NFP, a corporation not for profit, (the "Corporation") organized under the laws of the State of Illinois, and having its location in Winnetka, Illinois. Wherever the designation "By-Laws" appear it shall refer to these New Trier Sailing NFP, By-Laws. Any use of a pronoun may be construed as masculine or feminine as the case may be.

ARTICLE II PURPOSE

Section 2.1 General. The Corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") 36 U.S.C. 501 as now in effect or hereinafter amended, including, but not limited to, carrying on an instructional, educational and recreational sailing program for the students enrolled in good standing or eligible to be enrolled at New Trier High School, receiving charitable contributions where allowed by applicable state and federal law, and doing any act necessary and proper to further the foregoing purposes. The Corporation is a club which may sponsor, support or participate in competitions organized under the rules and regulations of the Interscholastic Sailing Association (ISSA), and is not affiliated with the New Trier High School, athletics, or its extracurricular programs.

Section 2.2 Limitations on Powers and Activities. The Corporation shall not carry on any activities that are not permitted to be carried on: (A) by corporations exempt from federal income tax under Section 501(c)(3) of the Code; (B) by corporations, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Service laws).

The Corporation shall distribute its income at such time and in such manner as not to subject it to tax under Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that the Corporation shall be authorized to pay reasonable and fair market compensation for services rendered and to make payments and distributions for furtherance of the purpose set forth above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE III REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office.

ARTICLE IV
MEMBERS

Section 4.1 Eligibility. Membership in the Corporation shall be open to persons residing in the New Trier School District who qualify as either a Sailor, Parent/Guardian or as a Special Member (as defined in the following paragraphs) in the discretion of the board of directors (“Board”).

(a) Sailor Membership. Sailor Members must:

(1) Be currently enrolled and are in good standing, or are eligible to be enrolled, at New Trier High School; and

(2) Be eligible to sail under the rules and regulations promulgated by the Midwestern Interscholastic Sailing Association (“MISSA”), a district association of the Interscholastic Sailing Association (“ISSA”).

(3) Read, accept, sign and abide by the New Trier Sailing Code of Conduct, as approved by the Board, and be supportive of the objectives of the program, as determined within the sole discretion of the Board.

(b) Parent/Guardian Membership. Parent/Guardian Members must:

(1) Be the parent or legal guardian of at least one Sailor Member or Special Member as described in Articles 4.1(a) and 4.1 (c); and

(2) Read, accept, sign and abide by the New Trier Sailing Code of Conduct, as approved by the Board and be supportive of the objectives of the program, as determined within the sole discretion of the Board.

(c) Special Membership. Special Members must:

(1) Be eligible for sailing with the New Trier Sailing team under the rules and regulations relating to eligibility of sailors promulgated by MISSA.

(2) Be approved by the Board in its discretion by a majority vote.

(3) Read, accept, sign and abide by the New Trier Sailing Code of Conduct, as approved by the Board, and be supportive of the objectives of the program, as determined within the sole discretion of the Board.

Section 4.2 Voting Rights. Sailor and Special Members are non-voting members. Parent/Guardian Members are voting members. Each Parent/Guardian Member may cast one vote per Sailor Member or Special Member per family with a maximum of number of votes per family equal to the number of Sailor Members plus Special Members.

Section 4.3 Termination of Membership. Any member who is no longer eligible under Article 4.1 or is notified by a member of the Board to be in default for nonpayment of dues or expenses, and fails to cure the default by the terms set forth by the Board, shall cease to be a member of the Corporation.

Section 4.4 Right and Privileges of Membership. Only Parent/Guardian Members in good standing are (a) qualified to serve on the Board, and (b) entitled to vote in connection with matters put to a vote by the Board. Only one Parent/Guardian Member per Sailor Member or Special Member family may serve on the Board of Directors at any particular time. Sailor Members and Special Members are eligible to attend all educational sessions, sail with the club and may be rostered for regattas.

Section 4.5 Member in Good Standing. A member in good standing is (a) one that has signed a current member registration form, waiver and code of conduct (b) currently paid all fees, dues, and/or special assessments according to a payment schedule approved by the Board including, without limitation, as described in Section 4.6 below, and (c) is not under suspension or termination in accordance with Section 4.7 below.

Section 4.6 Dues. The Board shall establish and collect such dues for the furtherance of the operation of the Corporation and its sailing program as it may deem necessary and appropriate from time to time. To remain in good standing, among other requirements, members are responsible for the timely payment of dues to the Corporation as so determined by the Board. These amounts are in addition to amounts that may be due related to regattas sailors participate in. Individual members will be charged additional dues at the end of each semester in such amount as the Board may determine in proportion and in such amounts as necessary to cover all costs of regattas in which sailors participated.

Section 4.7 Suspension or Termination of Membership. Any member may be suspended or terminated upon the affirmative vote of two thirds (2/3) of the members of the Board of Directors. Termination of any Parent/Guardian Membership shall not affect the eligibility of the Sailor Member to continue participating in the sailing program of the Corporation. The effect of such suspension or termination shall be to render the member not in good standing with the Corporation. A suspension or termination may be reversed upon the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE V MEETINGS OF PARENT/GUARDIAN MEMBERS

Section 5.1 Annual Meeting. A meeting of the Parent/Guardian Members shall be held annually during either the months of April or May at a time and place designated by the Board of Directors for the purpose of discussing any relevant matters relating to the Corporation and/or its sailing program.

Section 5.2 Special Meetings.

- (a) Special meetings may be called by the President or the Board of Directors.
- (b) A special meeting shall be called by the President upon direction of the Board of Directors or upon written request of twenty-five percent of the voting members. The special meeting shall be held within thirty days of the request. If no such meeting is called within the proscribed time, then the authority of the entire Board of Directors is suspended, other than the power to call for such a meeting until such time as the meeting is held. Should such a suspension occur, then the Board shall have no authority to act until such time as the Parent/Guardian members have approved a slate of Directors as provided below in Section 5.5.

Section 5.3 Notice of Meetings. Written or printed notice of every meeting of members shall be delivered, either personally or by mail (regular or electronic), to each member entitled to vote at such meeting. Said notice shall be given not less than five nor more than forty days before the date of such meeting, by or at the direction of the President, the Secretary, the officers or the persons calling the meeting. The notice shall state the place, day and hour of the meetings and in case of a special meeting or when requested by law or by these By-Laws, the purpose for which the meeting is called. If mailed, notice of a meeting shall be deemed delivered when sent via electronic mail to the address as it appears on the records of the Corporation or when deposited in the U.S. mail, addressed to any Parent/Guardian Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5.4 Quorum. The members holding thirty-three percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5.5 Approval of Board. The Parent/Guardian members shall be presented with a slate of Directors prepared initially by the incumbent Directors, to serve for the balance of the current academic year and the following academic year. The Board President shall call for a vote by the Parent/Guardian members approving the proposed slate. The Board shall be installed pending majority vote of a quorum. Should the proposed slate not secure a majority vote of a quorum of the Parent/Guardian members, the President shall call for discussions, nominations and will thereafter propose a revised slate until agreement on a slate.

Section 5.5 Proxies. No proxies shall be allowed.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Board of Directors, Number. The Board of Directors shall be comprised of not more than seven (7) nor less than three (3) directors. The Board of Directors shall be comprised of individuals performing the following functions. The Board of Directors shall have the power to assign or delegate duties and responsibilities as it may from time to time. Nothing herein shall limit one function to only one person. One person may fulfil more than one function. Functions shall be outlined below either in Article VII Officers or Article VIII Functions.

Functions:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Home Regatta Chair
- (f) Away Regatta Chair
- (g) Such other functions as the board may determine from time to time.

Section 6.2 Eligibility. Any Parent/Guardian Member in good standing may be elected to the Board of Directors as provided for herein.

Section 6.3 Powers and Duties. The Corporation shall be directed by the Board of Directors which shall be vested with all powers necessary to govern the Corporation, regulate the program, and promote the welfare, objectives, and purposes of the Corporation. Without limiting the generality of the foregoing, the Board of Directors may: elect, remove, and replace the officers of the Corporation; select, remove, and replace sailing schools, educators, lecturers, teachers, coaches, committee members, establish rules governing membership and conduct the Corporation's program; hear and rule on any disputes involving or arising out of the program(s) of the Corporation, including allegations of violations of the Code of Conduct; and interpret finally and conclusively the By-Laws, Code of Conduct and rules of the Corporation.

Section 6.4 Meetings. The Board shall hold at least two regular meetings each academic semester (fall and spring). Meetings may be held during the summer however, no summer meeting is required. Each

such meeting shall be at a time and place, within the New Trier School District, designated from time to time by written notice to the Board of Directors, and such written notice may be delivered via electronic mail or deposited in the U.S. mail with prepaid postage thereon at the applicable address of the Director on record with the Corporation. Special meetings of the Board can be called by the President, the Vice President or any two members of the Board.

Section 6.5 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6.6 Term of Office. The Directors shall be elected to serve academic year terms generally, ending each year at the annual meeting. Each Director shall hold such office until the earlier of the Director's resignation, removal under Section 6.9 or election of a successor. Directors may be re-elected.

Section 6.7 Nomination. Members of the Board of Directors and Parent/Guardian Members may nominate or propose candidates for positions on the Board of Directors. Parent/Guardian Members are also encouraged to self-identify interest and self-nominate.

Section 6.8 Interim Election. Proposed Directors shall be elected by majority vote of the Board of Directors at any meeting of the Board from among those nominated to fill current or empty positions in between annual meetings.

Section 6.9 Removal. Any Director may be removed, with or without cause, from office by the affirmative vote of majority of the Board of Directors at a meeting of the Board where a quorum is present. Furthermore, Directors with absences from three (3) regular meetings will be automatically removed as Directors upon the adjournment of the third regular meeting at which such Director was absent.

Section 6.10 Resignation. A Director may resign from the Board of Directors by delivering a written resignation with any member of the Board.

Section 6.11 Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by any increase in the number of Directors, shall be filled by nomination of a candidate by any Parent/Guardian member, with subsequent majority vote approving such a candidate by a quorum of the Board. A Director appointed to fill a vacancy shall serve until the next annual meeting or until his successor is appointed or elected.

Section 6.12 Compensation. Directors and Officers of the Board shall serve without compensation.

ARTICLE VII OFFICERS

Section 7.1 General. The officers of the Corporation shall be a President, a Vice President, a Treasurer and Secretary. In addition, the Board of Directors may appoint an assistant secretary and/or an assistant treasurer. One individual may serve in more than one capacity unless otherwise stated below.

Section 7.2 Election. In advance of the annual meeting, the Board of Directors shall appoint officers by majority vote.

Section 7.3 Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term in question.

Section 7.4 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and direct all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has 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 Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President may not contemporaneously hold any other position within the Corporation other than the office of Director.

Section 7.5 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice President shall be responsible for maintaining the roster of Sailors and communicating updates to the Secretary and Treasurer.

Section 7.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X, of these By-Laws; and in general perform all the duties incident to the office of Treasurer, including responsibility for preparation of accounting, tax filings, and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.7 Secretary. The Secretary shall be custodian of the corporate records, keep the minutes of the meetings of the members and 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; keep a register of the name, address and contact information of each Director and member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7.8 Assistant Secretary and Assistant Treasurer. Any assistant secretary or assistant treasurer shall perform such duties as shall be assigned to them by the President, the Board of Directors, or the officer whom they are assisting.

Section 7.9 Term of Office. The Officers of the Corporation shall serve for a term of one (1) year or until their successors are appointed and qualified, and may be re-appointed to serve, provided that no Officer may serve more than 12 months after their youngest child becomes ineligible to be a Sailor Member. The officers shall serve a term generally ending each year at the annual meeting. Each officer shall hold such office until the earlier of the officer's resignation, removal by two-thirds vote of the Board of Directors or election of a successor. Officers may be re-elected.

ARTICLE VIII
FUNCTION JOB DESCRIPTIONS

Section 8.1 Job Descriptions. If not described above, further job descriptions of functions are presented below. These job descriptions are subject to change and modification at any time by agreement of the Board of Directors.

Section 8.2 Home Regatta Chair. The Home Regatta Chair (“HRC”) shall be responsible for coordinating activities relating to sponsoring local regattas within the six county area of Chicago within the State of Illinois. The HRC shall: a. locate sponsors willing to share houses to host out of town sailors, chaperones and coaches; b. coordinate with the regatta host yacht club to support their needs; c. register the sailors of New Trier Sailing NFP for each regatta as determined by the coach of the New Trier Sailing NFP; d. arrange for chaperones.

Section 8.3 Away Regatta Chair. The Away Regatta Chair (“ARC”) shall be responsible for coordinating activities relating to sponsoring local regattas outside the six county area of Chicago within the State of Illinois. The ARC shall: a. locate sponsors willing to share houses to host New Trier Sailing’s sailors, chaperones and coaches; b. coordinate with the regatta host yacht club to support their needs; c. register the sailors of New Trier Sailing for each regatta as determined by the coach of New Trier Sailing; d. arrange for chaperones.

ARTICLE IX
EXECUTIVE COMMITTEE

Section 9.1 Composition. The Corporation may establish an Executive Committee (the “Executive Committee”) any such Executive Committee shall consist of the Officers.

Section 9.2 Duties. Subject to the authority of the Board of Directors, the Executive Committee shall have all the powers of the Board of Directors when the Board of Directors is not in session and may take action in the same manner as the Board of Directors may take action; *provided, however*, the Executive Committee shall not have the authority to: (i) amend, alter or repeal the Bylaws; (ii) elect, appoint or remove any member of the Executive Committee, any Director or any officer of the Corporation; (iii) amend the Articles of Incorporation; (iv) adopt a plan of merger or consolidation; (v) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of Corporation assets; or (vi) amend, alter or repeal any resolution of the Board of Directors.

Section 9.3 Action. The Executive Committee must act by unanimous agreement.

ARTICLE X
MEMBERS ATTENDANCE AT DIRECTORS MEETINGS

Any member may attend any meeting of the Board. In the event that any member in good standing desires to be heard on any subject matter relating to the affairs of the Corporation, such member shall submit a written request at least twenty-four hours prior to the next Directors meeting to the President, or if he is unavailable, to the Vice President, advising such officer of the subject matter to be discussed. The member shall then be granted a reasonable time, at such meeting to raise that subject matter, taking into account all of the other business affairs of the Corporation to be covered at such meeting. Nothing herein shall prevent the member of the Board presiding over a meeting from reserving discussion of confidential or sensitive contracts or other matters for an executive session of the Board (which may be held at such meeting), and no member, who is not a Director, attending such meeting of the Board shall have the right to be present at any such executive session.

ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or Directors agent or agents of the Corporation and in such manner shall from time to time be determined by resolution of the Board.

Section 11.2 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may select with the approval of the Board of Directors.

Section 11.3 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Notice of such gift shall be delivered to the Treasurer as soon as reasonably possible upon receipt.

Section 11.4 Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period beginning on July 1 and ending on the last day of June of the following year.

Section 11.5 Reimbursements. Funds shall be provided to pay for out-of-pocket or other necessary expenses incurred on behalf of the Club. All reimbursement requests must be accompanied with proper receipts or documentation. Reimbursement policy shall be determined in the discretion of the Board of Directors.

Section 11.6 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by Board resolution.

Section 11.7 Contracts. The Board of Directors must approve all contracts entered into on behalf of the Corporation.

Section 11.8 Use of Name. The Corporation shall guard against use of its name by an outside for-profit agency except when approved by the Board of Directors, and even then only where consistent with the statutes and regulations governing the Corporation's not-for-profit, tax-exempt status under Section 503(c)(3) of the Internal Revenue Code and any and all applicable state laws regarding the use of a not-for-profit corporation's name by a for-profit entity.

ARTICLE XII
MISCELLANEOUS

Section 12.1 General Operations. General operations of the Corporation will typically include entering into contracts with service providers such as yacht clubs, sailing schools, educators, lecturers, teachers and coaches; and further may include sponsoring regattas, offering scholarships to sailors and developing educational programs.

Section 12.2 Policies & Procedures. The Corporation may operate under policies and procedures as determined and promulgated from time to time by the Board of Directors.

ARTICLE XII
BOOKS AND RECORDS

Section 12.1 General. The Corporation 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 of 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 Corporation may be inspected by any Director or member for any proper purpose(s) at any reasonable time.

ARTICLE XIII
NOTICE AND WAIVER

Section 13.1 General. For avoidance of doubt, unless otherwise prohibited by these By-laws or the law, any notice required to be given hereunder may be delivered via electronic mail to the address of the member, Director, or Officer on record with the Corporation.

Section 13.2 Waiver. Whenever any notice is required to be give under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or by the By-Laws of the Corporation 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 XIV
AMENDMENTS TO THE BY-LAWS

Section 14.1 General. These By-Laws may be altered, amended or repealed and new By-Laws adopted, in each case in the manner set forth in this Article. Any such alteration, amendment, repeal or adoption is referred to herein as an amendment.

Section 14.2 Origination by Board. Proposed amendments to the existing By-Laws may be originated by the Board by adopting a resolution setting forth the proposed amendment.

Section 14.3 Vote by Directors. A resolution setting forth the proposed amendment may be voted upon at any regular meeting of the Board of Directors or any special meeting where such amendment has been contained in the notice of such meeting. Any such resolution will be adopted upon receiving at least two-thirds of the votes of the Directors present and voting at any regular or special meeting as permitted in this Section 14.3 where a quorum is present, but in no event less than a majority of the entire Board of Directors. Resolutions so adopted shall be approved by the Members per Section 14.5 below.

Section 14.4 Multiple Amendments. Any number of amendments may be submitted and voted upon at any one meeting of the Board.

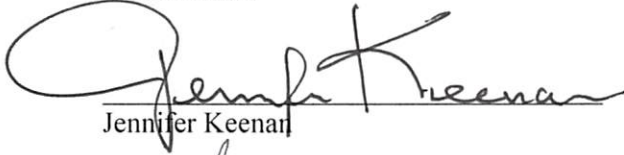
Section 14.5 Amendment by Parent/Guardian Members. The Parent/Guardian members may vote to alter, amend, repeal or restate these By-laws or to ratify any resolutions of the Board of Directors to alter, amend, repeal or restate these By-laws at any regular meeting of the Parent/Guardian members or special meeting of the Parent/Guardian members if notice of such alteration, amendment, repeal or restatement is contained in the announcement of such meeting. Any such amendment will be adopted upon receiving at least two-thirds of the votes of the members present and voting at any regular or special meeting as permitted in this Section 14.5 where a quorum is present.

Adopted by the Board of Directors as of September 28, 2016

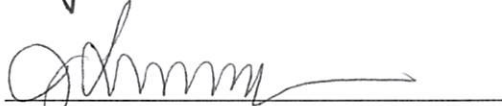
Directors



Susan Barton



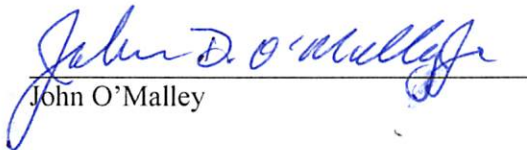
Jennifer Keenan



Julie Lowenbaum



Susan Marren



John O'Malley



Kristin Whisner