**BY-LAWS of the PACIFIC BEACH TENNIS CLUB**

**(Revised and approved with revisions 12-13-2021)**

**(A NON-PROFIT CALIFORNIA CORPORATION)**

**ARTICLE 1 – NAME, OFFICERS, PURPOSE**

**Name**

Section 1.1. The Corporation shall be known as the Pacific Beach Tennis Club, hereinafter sometimes referred to as the CLUB.

**Principal office**

Section 1.2. The principal office of the CLUB for the transaction of its business is located at 2639 Grand Avenue in the City and County of San Diego.

**Purpose**

Section 1.3. The CLUB is an organization of individual and family memberships organized to finance, manage, develop, and maintain and perpetuate the tennis courts and buildings at the Mission Bay Youth Fields on a non-profit basis for the encouragement and benefit of youth and adult competitive and social tennis and related activities, and for the use and benefit of members of the CLUB and the community whose participation is solicited and encouraged on a non-discriminatory basis.

**ARTICLE II – MEMBERS**

**Classes of Members**

Section 2.1. The following is a list of definitions of the various classes of memberships and members of the CLUB.

**Voting Members**

All voting members and only voting members are eligible to hold office and vote in all CLUB elections. No member whose membership is non-voting or in an inactive, suspended, or revoked status may serve on the Board of Directors or as an officer of the CLUB. Voting members are eligible for all privileges of the CLUB. The following members are voting members.

1. Family Memberships. This membership class includes an adult couple residing in the same household applying for and approved for such membership.
2. Individual Memberships. This membership class includes the person applying for and approved for such membership.
3. Charter Memberships. Those persons from either family or individual membership classes who joined on or before January 31, 1964, and those who joined during the special period of May 2 through May 9, 1965.
4. Honorary Memberships. Those persons, who by special service to the CLUB, have been designated honorary members by the Board of Directors.
5. Established Monthly Members. Persons who have not paid annual dues or prorated annual dues and initiation fee if joining mid-year but instead pay a flat fee to use the club on a monthly basis and who have had a membership in good standing for at least the six (6) months prior to the time of the election or established date as otherwise directed by the by-laws.

**Non-Voting Members**

Non-voting members are not eligible to hold office or vote in CLUB elections. Non-voting members are eligible for other privileges of the CLUB as defined by the Board of Directors.

1. Courtesy Members. Persons having been granted the complimentary use of the CLUB facilities by the Board of Directors. All CLUB employees and independent contractors have courtesy memberships during their period of engagement.
2. Adult Family Members. Children of a family or individual membership under the age of 26 who normally reside in the family residence. This membership class includes such children who are temporarily absent while at school or in military service, etc.
3. Junior Members. Persons who have not attained their 19th birthday who make regular use of the CLUB facilities.
4. New Monthly Members. Persons who have not paid annual dues or prorated annual dues and initiation fee if joining mid-year but instead pay a flat fee to use the club on a monthly basis and who do not otherwise meet the conditions specified in "e."

**Inactive Members**

1. Inactive Members. Members who leave the area may request that they be carried in inactive membership status. Such request must be made in writing by the end of the calendar year in which the membership becomes inactive. If approved by the Board of Directors, this inactive status will continue without further request for a period of ten years. If by that time the membership has not been restored to an active status, the membership will be revoked automatically without further action required of the CLUB. Dues will not be charged to members while in an inactive status, and such members will have no rights or privileges of membership. Members in an inactive status may resume active status by payment of the then prevailing annual dues. No initiation fee will be charged to restore active membership.

**Definitions**

Section 2.2. Definitions, in addition to those contained in the above section, are set forth below.

1. Corporation or CLUB. Pacific Beach Tennis Club, a California non-profit corporation.
2. Board. Board of Directors of the Pacific Beach Tennis Club.
3. Member(s). Those persons qualified as Class “a” through “j” in Section 2.1.
4. Adult. A person who has attained his or her 19th birthday.
5. Junior. A person who has not attained his or her 19th birthday.
6. Guest. An adult who is granted the use of the CLUB facilities on a daily basis subject to the payment of a required guest fee in the amount as specified by the Board and further subject to such rules as prescribed by the board for regular court use and who is using the CLUBfacilities with a member.
7. Non-Member. An adult who is granted the use of the CLUB facilities on a daily basis subject to the payment of a required fee in the amount as specified by the Board, and further subject to such rules as prescribed by the Board for regular court use.

**Membership Changes**

Section 2.3. At the written request of the members and with the approval of the Board:

1. An individual membership may be changed to a family membership without the payment of an additional initiation fee. However, the payment of the additional family membership annual dues for the remainder of the current year will be required.
2. A family membership may be changed to one individual membership or to two individual memberships. No additional initiation fees will be required for such changes. However, the payment of additional individual or family membership annual dues for the remainder of the year will be required if additional memberships are requested. No dues or fee refunds will be made in the event of a membership change.
3. A charter membership may be changed as described in section 2.3 (a) and (b), respectively, for individual and family memberships, except that the charter designation is retained only by those members who were charter members before May 9, 1964.

**Acceptance of Members**

Section 2.4.

1. Application for membership shall be made in writing and shall be submitted to the Secretary or club manager for approval by the Board, and shall be accompanied by such prorated balance of the one year’s dues in addition to the full initiation fee, and any special fee, as determined by the Board.
2. Non-Acceptance. Acceptance shall not be unreasonably denied; however, if, for any reason, the applicant is not accepted, the initiation fee and dues accompanying the application shall be promptly returned to the applicant together with a statement setting forth the reason for non-acceptance. The applicant may then apply in person to the Board for admission. The majority action by the Board shall be final.

**Membership Status**

Section 2.5

1. Annual Membership Dues for individual and family memberships are due and payable in advance on the first day of January in each calendar year or as otherwise determined by the Board. Annual dues must be paid prior to the delinquency date established by the Board to maintain membership in an active status. Monthly Membership Dues for monthly memberships are due and payable on the first day of each month for the coming month and must be paid prior to the delinquency date established by the Board to maintain membership in an active status.
2. Membership, Delinquency, Suspension, and Revocation. If annual membership or monthly membership dues have not been paid by the delinquency date, the membership is automatically suspended and the name(s) of the person(s) concerned will not appear in the annual Club Directory. For individual and family memberships if the annual membership dues and any late fees that may be imposed by the Board remain unpaid by the last day of December, or for monthly memberships by the last day of the month, the membership will be automatically revoked without further action required by the Board.
3. Membership Dues, Late Payment Fee. If a membership is suspended as a result of non-payment of dues, the dues and any late fees that may be imposed by the Board must be paid to reinstate the membership to good standing. Failure to submit this late fee, in addition to the regular membership dues, will be cause to continue the membership in a suspended status, and its full revocation will occur automatically in accordance with the above article unless the full dues, plus the late fee, are submitted prior to the last day of December for individual or family memberships, or by prior to the last day of the month for monthly memberships, or as otherwise determined by the Board.

**Suspension and Revocation of Memberships**

Section 2.6.

1. Revocation of Membership, other than the automatic suspension and revocation for non-payment of dues noted above, shall be affected only by a majority vote of the Board. Such revocation action shall be only for cause and only after due notice and an opportunity for the member involved to be heard before a meeting of the Board.
2. Suspension of a Membership, other than the automatic suspension for non-payment of dues noted above, shall be affected only by a majority action by the Board, and such action shall be only for cause. In the event of the suspension of a member, the suspension shall be effective immediately upon due notification to the member. Upon notification of his or her suspension the member may request an appearance before the Board to support a plea for reinstatement to full membership, or submit a written plea for reinstatement if unable, or unwilling, to appear personally.
3. If vacation of the suspension does not occur within one year for individual or family membership, or within one month for monthly memberships, the suspension shall be considered a permanent revocation of membership without further action by the Board.
4. When a suspension has been ordered, regardless of appeal action in progress, the suspension remains effective until vacation of the suspension, or the permanent revocation of membership has occurred.
5. The Board may direct a suspension for a specified period of time, when this period has expired, the membership is automatically restored to full privileges to which otherwise entitled.
6. Refunds. In the event a revocation of membership occurs, the member’s initiation fee and membership dues previously paid may be partially refunded, as appropriate, as determined by the Board.

**Cause for Suspension or Revocation of Membership**

Section 2.7. A membership may be suspended or revoked for any of the following reasons:

1. At the request of the member.
2. Falling in arrears in payment of dues.
3. A serious violation of a CLUB rule or City of San Diego Ordinance, or for repeated violations of any CLUB or City rules.
4. Activities detrimental to the CLUB.
5. Conduct reflecting unfavorably upon the CLUB, or using the name or influence of the CLUB without proper authority, or for any personal gain or advantage.
6. Gross unsportsmanlike conduct, or gross disregard of the rights and privileges of other members of the Club.

**Reinstatement of a Member**

Section 2.8. A member suspended for non-payment of dues may be reinstated during the grace period by action of the Board conditional upon payment of the appropriate dues and late fee. If a revocation of membership occurs, the previous member may be reinstated only by Board action. This reinstatement will be conditional upon payment of the current initiation fee and appropriate dues as if he were joining the Club as a new member.

**Transferability of a Membership**

Section 2.9. Membership in the CLUB is nontransferable and nonassignable.

**Nonliability of Members**

Section 2.10. No member of this CLUB shall be personally liable for the debts, liabilities, or obligations of the CLUB.

**ARTICLE III – DUES, FEES and DEBTS**

**Fees and Dues**

Section 3.1. The amount of dues and the initiation fee charge for each family and individual membership and the time and manner of payment of all dues of all members shall be determined from time to time by resolution of the Board. Dues are payable annually in advance as of January 1. The dues for monthly memberships are payable monthly in advance of the coming month.

1. Initiation Fee. This one-time fee is required for all new memberships and shall be in an amount as determined from time to time by the Board, but shall not be less than 5% of the annual dues for an individual membership. The initiation fee is waived for inactive memberships when rejoining the Club; however, the regular dues then current and in effect for the membership must be paid.
2. Annual or Monthly Membership Dues. This annual or monthly fee, respectively, shall be in an amount as determined from time to time by the board for each class of membership. The monthly membership fee shall not be less than 110% of 1/12th of the annual membership renewal fee.
3. Special Assignments. Special assignments shall be made only with the approval of two-thirds majority of the membership voting for such assessment.

**Expenditures**

Section 3.2.

1. General. All monies received by the CLUB shall be used to administer, maintain, and improve the tennis facilities under control of the CLUB. Except for donations to groups supporting youth tennis approved by a majority of the Board, no part of the fees, dues, or special assignments, or other receipts of the CLUB, shall be used for direct aid to any person or group.
2. Expenditures Voted by the Board. All expenditures by the Board of Directors shall be approved by a majority vote of the Board, except expenditures in excess of two thousand dollars ($2,000.00) and expenditures referenced in 3.2(c), wherein at least five (5) affirmative votes of the Board shall be required.
3. Emergency Reserves: Any expenditure that would reduce reserves below 20% of the total annual budget for the current year requires at least five (5) affirmative votes of the Board.
4. No member or committee shall have the power or authority to commit the CLUB to any expenditures without prior approval of the Board.

**Debts**

Section 3.3. No individual, member of a committee, or a committee itself shall have the power or authority to raise any funds in the name of the Club, except as specifically authorized by the Board. No member or committee shall be empowered to commit the Club to any indebtedness without an affirmative vote of at least five (5) members of the Board prior to incurring the indebtedness.

**Bonding**

Section 3.4. Any Corporate Officer or Club employee who regularly handles substantial funds on behalf of the Club shall be bonded.

**ARTICLE IV – GENERAL MEMBERSHIP MEETINGS**

**Annual Meetings**

Section 4.1.

1. An annual general membership meeting shall be held each year. The date, time, and place of the annual membership meeting shall be determined by the Board. Notice of the time, date, and place of the meeting shall be sent to the members at least thirty (30) days prior to the scheduled meetings.
2. The annual general membership meeting is a combined pleasure and business session held for the purpose of fostering social intermingling among members, to provide a forum for public discussion of business matters, and to afford an opportunity for the membership to express their desires to the Board of Directors.
3. Any member may invite one or more guests; however, such guests may not participate in any discussion, unless specifically recognized by the Chair, nor vote on any measure before the membership of the CLUB. A reasonable guest fee in the amount specified by the Board normally will be required to be paid by the inviting member.
4. The Board shall announce in writing to all members at least fifteen (15) days in advance of the membership annual meeting those issues to be brought up for vote.

**Special Meetings**

Section 4.2. A special general membership meeting shall be called at the written request of ten percent (10%) of the voting members or by an affirmative vote of at least five (5) members of the Board. If practical, this meeting shall be held within forty-five (45) days; the date, time, place, and issues to be discussed being announced in writing to all members at least thirty (30) days in advance of the meeting. Only those issues so announced shall be brought up for discussion or vote.

**Quorums**

Section 4.3. A quorum at annual or Special Membership Meetings shall consist of twenty-five percent (25%) of the eligible voting membership of the Club.

**Order of Business**

Section 4.4. The Board shall determine the Order of Business for the Annual Membership Meetings and any Special Membership Meetings.

**ARTICLE V – BOARD OF DIRECTORS AND CLUB ELECTIONS**

Section 5.1. The Board of Directors nominally shall consist of seven (7) members of the CLUB who hold voting privileges in the CLUB as defined in section 2.1, and who have been elected to serve on the Board by the CLUB membership. No person who is receiving wages, a salary, or a stipend from the CLUB shall serve on the Board while in such a status; however, members of the Board of Directors shall have annual individual membership dues waived while in service on the Board. Should an active Board member desire to have a family membership, the difference between an individual and family membership must be remitted to the CLUB.

**Elections**

Section 5.2.

1. Board members shall be elected annually from among and by the voting membership as defined in Section 2.1. All eligible members desiring to be considered shall volunteer their names to the Secretary by October 15. In the event that an insufficient number of eligible candidates are recorded by October 15, the Board shall endeavor to determine a sufficient number of eligible candidates prior to the November Board meeting.
2. The election shall be conducted by email or another electronic service. Ballots will be sent to each voting member (with status established as of October 15) who has a valid email on or before the second Thursday of November. A ballot may be returned by either printing a hardcopy and placing it in a ballot box in the clubhouse, or by transmitting the ballot to an approved election official who will acknowledge receipt and ensure that the ballot is counted. Ballots must be placed in the ballot box or transmitted to an election official no later than December 7.
3. Insofar as possible, the election of Board members shall be staggered so that four are elected one year, and three the following year.
4. The ballot shall specify the number of Board members to be elected. Candidates shall be given the opportunity to offer brief biographical information and a brief statement regarding their candidacy. Each voter shall have as many votes as there are numbers to be elected, but said votes may not be cumulatively voted. Ballots shall be returned to a sealed ballot box to be held in the club house, or by email to the club manager or Board member running the election, who will then print and place the ballot in the sealed ballot box.
5. The candidates receiving the highest number of votes shall be elected to the Board. If there are three members to be elected, then the three candidates receiving the three highest vote totals shall be elected, and so forth. In the event there is a tie for the final place(s) on the Board, then the current Board by majority vote shall elect the new Board member(s) from those candidates tying in the general membership election.
6. The Board shall count the ballots at the December Board meeting and announce the results in the next newsletter.
7. All elections, including those noted in Section 5.7, shall be performed as indicated in (b) above.

**Recording Election Results**

Section 5.3.

1. The Secretary of the CLUB shall enter the results of any election in the minutes and notify newly elected members of the Board to attend the next regular or special Board meeting, as appropriate.
2. The Secretary shall enter the names of all candidates who were not elected but received votes on at least twenty-five percent (25%) of the ballots in the Alternates List in the minutes and notify said alternates of their status.

**Term of Office**

Section 5.4. The term of office of each regularly elected member shall be two years. New regularly elected members of the Board shall take office at the regular January meeting of the Board. Any specially elected member will take office at the next meeting of the Board and his or her term of office shall be that of the member he or she replaces. Board members shall not serve more than three (3) consecutive two-year terms during any period of service.

**Board Vacancies**

Section 5.5.

1. A Board member may resign by the submission of a written resignation to the board.
2. A Board member shall be deemed to have resigned upon death or if he or she fails to attend three consecutive meetings of the Board without having communicated to the Board in advance good cause for such absences.
3. If the Board member resigning, or being replaced, is an officer of the Club in addition to his or her regular directorship, a Board election will be held at the next regular meeting to elect a successor.
4. An officer may resign his or her office while still retaining his or her position on the Board, if so desired by the officer. In this case, the Board shall elect a replacement to fill the vacated office from among the other Board members.
5. Board vacancies shall be filled from the list of alternates, which is established in order by majority vote in the previous general election. Only those candidates receiving votes on at least twenty-five percent (25%) of the ballots shall be placed on the Alternates List. An alternate shall serve for the remainder of the term of the member of the Board being replaced.
6. If an alternative has not been selected to serve the replacement for a Board member during the current year, his or her status terminates at the time of the regular election, and a new list of alternates is established as a result of the next regular election.
7. If the Alternates List becomes exhausted, the Board shall choose to leave the vacancy unfulfilled or hold a special election, except that if two (2) or more unfilled Board vacancies occur, the Board shall hold a special election or special election meeting as soon as is practical.

**Authority of the Board**

Section 5.6. The Board of Directors is responsible for the activities of the CLUB. This authority shall include, but not be limited to, jurisdiction over the following:

1. The determination, collection, and disbursement of all dues, fees, and assessments.
2. The use and management of CLUB facilities.
3. The construction, enlargement, or remodeling of facilities.
4. Approval of new memberships, suspension, and revocation of memberships, and the issue of written or verbal warnings to any member.
5. The appointment and removal, employment and discharge and, except as otherwise provided in these By-Laws, prescribing the duties and fixing the compensation, if any, of all officers, agents, and employees, and independent contractors of the CLUB.

**Special Elections**

Section 5.7.

1. **Special Regular Elections** may be held in addition to the regular annual elections if there is a need for additional Board members and the list of alternates has been exhausted, or for any other purpose when a vote of the membership may be required, such as approval of a revision or amendments to the By-Laws of the CLUB.
2. **Special Recall and Petition Elections** may be held if requested by a written petition of at least ten percent (10%) of the eligible voting membership of the CLUB. Such a recall election may be directed at a Board member, or any other matter of general interest to the membership. A majority vote of the members voting will be required for a successful recall of a Board member, or to negate any prescribed procedure. If such a petition is received, the Secretary shall verify the signatures thereon, and if an adequate number appears, notify the President who shall call a special election no later than sixty (60) days, nor earlier than thirty (30) days, from the date the petition is officially submitted to the Board.
3. **Procedure**:   
   (1) If the need for a special election becomes evident, and there is a prospective or actual need for an additional member of the Board, and the list of alternates has been exhausted, the Secretary shall notify the membership of such a need. Those members desiring to stand for election shall so notify the Secretary in writing no later than 15 days prior to the date of the election indicating their desire to run for the unexpired term of either the even-year or odd-year directorship.

(2) The distribution, return, and counting of ballots for a special election shall follow, as closely as possible, the election procedures for a general election previously described, except that a special Board meeting may be called to expedite the election results and the seating of a new member of the Board, if one is elected.

**Meetings**

Section 5.8.

1. Meetings shall be held at such place within the City of San Diego as designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the CLUB. The Board may choose to hold a meeting via video conference as long as every director and other attendee has the same ability to participate in the meeting that would exist if the meeting were held in person. Meetings may allow for participation via telephone.
2. Regular meetings shall be held monthly.
3. Special meetings of the Board may be called by the President, or, if he or she is absent or unable or refuses to act, by any two Directors; such meetings shall be held at the place, within the City of San Diego, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Club.
4. The Secretary of the CLUB, or other person designated by the President, shall notify all members of the Board, in person or by telephone or by mail or email, of the time, place, or video conference link, and date of meetings of the Board at least 7 days prior to the date of the meeting but not more than 14 days prior*,* unless the meeting is determined to be an emergency meeting by the president or vice president. The Secretary shall also post notice of the time, place and date of all Board meetings at the principal office of the CLUB as well as the club website, at least one week prior to the date of the meeting, or in the case of an emergency meeting, immediately after notifying the members of the Board of the time, place, and date of the meeting.
5. Except as otherwise expressly provided in these By-Laws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion the Chair will entertain at such a meeting is a motion to adjourn.
6. All meetings of Directors shall be governed by ROBERT’S RULES OF ORDER, as such may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these BY-LAWs, with the Articles of Incorporation of the corporation or with law.
7. Meetings of Directors shall be presided over by the President, or in his or her absence the Vice President, or in the absence of both by a chairman chosen by a majority of the Directors present. The Secretary of the Club shall act as secretary to the Board. In case the Secretary is absent from any meeting of the Directors, the presiding officer may appoint any person to act as Secretary for the meeting.
8. All meetings of Directors shall be open to all members and the public, except that by majority vote the Board may hold executive sessions at meetings in accordance with Roberts Rules of Order (newly revised), including the handling of minutes for executive sessions, for the sole purpose of discussing personnel, member, legal or other matters the public discussion of which would be detrimental to the interests of the Club or the members. In no case will the Board hold any meeting without giving notice to the members and public as indicated in Section 5.8(d).
9. Members shall be able to address the Board on matters of general interest to the Club. The Presiding officer shall determine the manner in which members are recognized for the purpose of addressing the Board.

**Standing Rules**

Section 5.9. The Board by the affirmative vote of at least five (5) members may establish, change, or revise the Standing Rules of the Club. Standing rules may be used to define the current policies and procedures decided upon by the Board. Standing rules shall remain in effect until revoked or changed by the Board. Standing Rules shall be published and maintained on the CLUB website.

**Written Consent**

Section 5.10. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if at least five (5) members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of such Directors. Consent via email shall be considered explicitly as written consent. Any such action shall be read into the minutes of the next meeting of the Board, with an indication of who voted in favor, against, and abstained. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the By-Laws of this Club authorize the Directors to so act, and such statement shall be prima facie evidence of such authority. Any action proposed to be approved by email may be delayed for a period of up to 48 hours by the request of any member of Board emailed to the Board. If two or more Board members indicate via email a desire to postpone an email action to a regular meeting of the Board, that action shall be entered into the agenda of the next available meeting of the Board.

**Acts and Decisions**

Section 5.11. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, Articles of Incorporation of this Club, or these By-Laws require a greater number.

**Conflict of Interest**

Section 5.12. No employee, Club Manager or member who has a Tennis Professional Agreement with the Club shall be a director or officer of the Club, nor shall any officer or director serve as an employee or independent contractor or Club Manager or enter into a Tennis Professional Agreement with the Club. No officer or director shall derive a financial benefit from operation of the CLUB, notwithstanding the benefit of the waiver of individual membership dues or reduced family membership dues. Any officer or director shall abstain from voting on any matter in which he or she has a conflicting financial interest after having first advised all other voting officers and directors of the nature of the interest. A financial interest, as used herein, shall also include any conflicting interest that the officer or director, or a spouse, or an immediate family member has in a business or profession that directly or indirectly will affect or be affected by the operation of the CLUB.

**ARTICLE VI – OFFICERS**

**Number and Titles**

Section 6.1. The corporation shall have a President, a Vice President, a Secretary, and a Treasurer.

**Qualification, Election, Term of Office and Vacancies**

Section 6.2. Officers of the CLUB shall be elected annually from among the Directors by the Board at its first regular meeting following the Annual election of Directors. Vacancies shall be filled by the Board.

**Duties of President**

Section 6.3. The President shall be the chief executive officer of the CLUB and shall, subject to the control of the Board, supervise and control the affairs of the CLUB. The President shall perform all duties incident to this office and such other duties as provided in these By-Laws or as may be prescribed from time to time by the Board.

**Duties of Vice President**

Section 6.4. The Vice President shall perform all duties and exercise all powers, of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board.

**Duties of Secretary**

Section 6.5. The Secretary shall keep the minutes of all meetings of members and the Directors, shall be the custodian of the corporate records, shall give all notices as required by law or by these By-Laws, and generally shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board. The Secretary shall post a copy of the minutes at the principal office of the CLUB. The minutes may also be posted on the club webpage in a location that is available for public access.

**Duties of Treasurer**

Section 6.6. The Treasurer shall have a charge and custody of all funds of the CLUB, shall deposit such funds as required by the Board of Director, shall keep and maintain adequate and correct accounts of the CLUB’s properties and business transactions, shall render reports and accountings to the Directors and members as required by the Board or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board. The Treasurer shall place a copy of the Board’s budget at the principal office of the CLUB.

**ARTICLE VII – COMMITTEES**

Section 7.1. The Board, by resolution or by standing rule, may from time to time designate committees for specific purposes. The resolution designating the committee shall provide for the appointment of its members and Chairman, state its purpose, and provide for its termination.

**ARTICLE VIII – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Execution of Instruments**

Section 8.1. The Board, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the CLUB 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the CLUB by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount.

**Checks and Notes**

Section 8.2. Except as otherwise specifically determined by resolution of the Board, as provided in Section 8.1, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the CLUB shall be signed by the Treasurer and countersigned by the President or any Officer or agent so designated by the Board.

**Deposits**

Section 8.3. 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 may select.

**ARTICLE IX – CORPORATE RECORDS, REPORTS AND SEAL**

**Minutes of Meetings**

Section 9.1. The CLUB shall keep at its principal office, or at such other place as the Board may order, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and if special, how authorized, notice given, names of those present at Directors meetings, the number of members present at members meetings, and the proceedings thereof. A duplicate of the minutes will be kept off-site by the secretary.

**Books of Account**

Section 9.2. The CLUB shall keep and maintain adequate and correct records of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

**Inspection of Records by Members**

Section 9.3. The books of account, and the minutes of the meetings of the Directors, members, and any Committees shall be open to inspection on the written demand of any voting member at any reasonable time, for a purpose reasonably related to the interests of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten percent (10%) of more of the voting members of the CLUB. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a members meeting shall be made in writing to the President or Secretary of the CLUB.

Section 9.4. The Club shall maintain a directory of all active members of the Club. This directory shall contain member email addresses and telephone numbers. Members may opt out of this directory by informing the Secretary or club manager in writing. The directory will be made available to all members for the sole purpose of facilitating playing tennis or tennis-related activities, such as paddleball or pickleball, at the Club. Any other use of the directory information by a member to contact another member, who has not expressly consented to be contacted for matters other than facilitating playing tennis at the Club, is not allowed. Violations will be grounds for membership suspension.

**ARTICLE X – FISCAL YEAR**

Section 10.1 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XI – BY-LAWS**

**Effective Date of By-Laws**

Section 11.1. These By-Laws shall become effective immediately on their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless, in adopting them as hereinafter provided, they are to become effective at a later date.

**Amendment**

Section 11.2. Subject to any provisions of law applicable to the amendment of By-Laws of non-profit corporations, these By-Laws, or any of them, may be altered, amended, or repealed and new By-Laws adopted by the vote or written assent of a majority of the members voting. Amendments may be submitted to the members for a vote as determined by the board in an Annual or Special Election as described in Section 5.2 (Elections) and 5.7 (Special Elections), respectively, or amendments may be submitted to the members for a vote at a general or Special Membership meeting as defined in Section 4.1 and 4.2, respectively, provided a Quorum of members as described in section 4.3 in present. Amendments may be originated by a vote or written assent of at least five (5) members of the Board or by the majority vote of the members voting at a General or Special Membership or by written assent of at least ten percent (10%) of the members. Prior to amending these By-Laws, thirty (30) days advance notice to the membership shall be required in accordance with Sections 4.1 and 4.2. The notice shall include the language to be amended.

**Certification and Inspection**

Section 11.3. The original, or a copy of the By-Laws amended or otherwise altered to date, certified by the Secretary of the Club, shall be recorded and kept in the principal office of the CLUB, and shall be open to inspection by the members at all reasonable times during CLUB hours. If posted online the By-Laws amended or otherwise altered to date, certified by the Secretary of the Club, shall be available to members.

**ARTICLE XII – PROHIBITION AGAINST SHARING CLUB PROFITS AND ASSETS**

Section 12.1. No member, Director, officer, employee, or other person connected with this CLUB, or any other private individual, shall receive at any time any of the net earnings of pecuniary profit from the operations of the CLUB, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the CLUB in effecting any of its purposes as shall be fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the CLUB. All members of the CLUB shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the CLUB, whether voluntary or involuntary, the assets of the CLUB, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for social welfare purposes and has established its tax exempt status under appropriate provisions of the Internal Revenue Code.

**ARTICLE XIII – DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS**

Section 13.1. Notwithstanding any other provisions in these By-Laws, the CLUB shall be subject to the following limitations and restrictions:

1. The CLUB shall distribute its income for each taxable year at such time and in such a manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code.
2. The CLUB shall not engage in any act of self-dealing as defined in the Internal Revenue Code.
3. The CLUB shall not retain any excess business holding as defined in the Internal Revenue Code.
4. The CLUB shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code.
5. The CLUB shall not make any taxable expenditures as defined in the Internal Revenue Code.

**ARTICLE XIV – CONSTRUCTION**

Section 14.1. As used in these By-laws:

1. The present tense includes the past and future tenses, and the future tense includes the present.
2. The singular number includes the plural and the plural number includes the singular.
3. The words “shall” and “will” are mandatory and the word “may” is permissive.