

# La Jolla Tennis Club

## By-Laws

### ARTICLE I.

Section 1. The organization is known as the La Jolla Tennis Club, hereinafter referred to as the Club, and is organized under the Internal Revenue Code, Section 501©(4) as a Social Welfare Organization. The Club is a non-profit, tax-exempt corporation pursuant to the laws of the State of California.

Section 2. PRINCIPLE OFFICE. The club shall maintain its principal office for the transaction of its activities in the City of San Diego (La Jolla), State of California.

### ARTICLE II.

Section 1. ANNUAL GENERAL MEMBERSHIP MEETING. The annual meeting of the club's general membership shall be held on the third Wednesday of January each year at 7:00PM at such a place as may be designated by the Board of Directors. If that day is a holiday, the meeting shall be scheduled for the next following business day. The purpose of the meeting shall be to install the members to the Board of Directors elected by ballot that was mailed on or about November 15 of the previous year and to transact such other business as may properly come before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the Club general membership may be called by the President, Vice President, or by a majority of the Board of Directors, or by the written request of (5%) of the general membership. Each notice of a special meeting shall be in writing or email, and shall state the time, place within La Jolla, and the purpose of such meeting.

### ARTICLE III.

Section 1. BOARD OF DIRECTORS MEETINGS. Within two (2) weeks following the annual general membership meeting, the Board of Directors shall meet and elect the officers for the ensuing year, and transact such other business as may come before the Boards. Seven (7) days notice of such meeting shall be given the Board Members by the presiding officer. If the Board so chooses, and by a two thirds (2/3) vote, election of officers may proceed in a special meeting called after the adjournment of the General Membership Meeting to elect officers and transact such other business as may come before the Board.

Section 2. BI-MONTHLY MEETINGS. The Board of Directors shall meet bi-monthly at a time and place as stated by the President at the Board of Directors meeting outlined in Article III Section 1

Section 3. QUORUM. At all meetings of the Board of Directors, a majority, shall constitute a quorum, and the action of the Board of Directors at such meetings shall be binding upon all members of the Board of Directors.

Section 4. VACANCIES. Should a vacancy occur on the Board of Directors, the remaining members of the Board, by a majority vote, shall elect a temporary Board member to fill the vacancy until the next annual meeting of the general membership, at which meeting the general membership shall elect members to fill all vacancies on the Board of Directors. A Board member who anticipates being absent for two (2) or more consecutive meetings shall so inform the Board. The Board, at its option, may remove and replace any Board members who are absent from two (2) consecutive Board meetings.

Section 5. MEETING GUIDELINES. All Board meetings will be conducted in accordance with Robert's Rules of Order to the extent such rules do not conflict with these by-laws, or the by-laws of the State of California.

All provisions of these by-laws, including all powers vested in the members, the Board, the Executive Committee, and the Officers, and the identity thereof, and any and all amendments of these by-laws, shall be subject to each and every requirement and provision of the California Corporation Code, including, without limitation, each and every provision of the nonprofit Corporation Law of the State of California.

#### ARTICLE IV. MEMBERSHIP

Section 1. ADMISSION TO MEMBERSHIP. Membership is established upon application, and continues by payment of dues. Annual membership is based on the calendar year, beginning January 1, and expiring on December 31 of each year. Membership is terminated upon non-payment of dues or by action of the Board.

Section 2. CLASSES OF MEMBERSHIP. There shall be two (2) classes of club memberships, adult and junior. Adult members only shall have the right to vote and hold office, to elect members to the Board of Directors, and to conduct and operate the business through the Board of Directors.

(A) ADULT MEMBERSHIP. Adult membership comprises those nineteen (19) Years of age or older.\*\*\*

(B) JUNIOR MEMBERSHIP. Junior membership comprises those up to and including age eighteen (18) who are not included in (A) above.

Section 3. TRANSFER OF MEMBERSHIP. No membership is transferable.

Section 4. MEMBERSHIP RECORDS. The secretary shall maintain records containing the name and address of each member (and telephone number when available). When membership is terminated, such fact shall be recorded, together with the date the membership ceased.

Section 5. RESIGNATIONS. Any member shall have the right and privilege any time of withdrawing by giving notice of resignation. Prepaid dues are not refundable.

Section 6. DISCIPLINE OF MEMBERS.

Rights: All members shall be entitled to enjoy the rights and privileges of full membership subject only to the limitations, obligations and provisions set forth in the Club by-laws and Club rules and regulations.

Cause for Discipline:

- a. Falling in arrears in payment of dues.
- b. A serious violation of a Club rule, statute, City of San Diego ordinance, or for repeated violations of any Club or City rules, or the rules of tennis sportsmanship.
- c. Activities detrimental to the Club.
- d. 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.
- e. Gross unsportsmanlike conduct, or gross disregard of the rights and privileges of other members of the Club, including all inappropriate verbal or physical behavior.

Discipline: The Club Manager and/or Board member shall bring to the Board's attention any need for member disciplinary action. The Board is responsible for discipline of the membership. Discipline may include, but is not limited to, fines restitution, expulsion, suspension, or termination of all membership rights. Any disciplinary action taken by the Board shall involve:

- a. A review of the facts as known by the Manager and/or a member of the Board.
- b. The right of the member to have a Board hearing. At the member's option, this meeting may be open to the membership or limited to the Board. At his/her option, the member may or may not attend.

Further, where the initial review of the facts (see a.) indicates that the safety of any segment of the membership or the public may be involved, the Manager or his designee has the right to immediately suspend any members rights to use the facilities, pending the outcome of a full hearing before the Board.

Membership Expulsion, Suspension, or Termination Procedure:

- a. Members must be given fifteen (15) business days prior notice of the expulsion, suspension, or termination, and the reason(s).
- b. Members shall have the opportunity to be heard, orally or in writing, not less than five (5) business days before the effective date of the expulsion, suspension, or termination.
- c. Expulsion, suspension or termination shall be affected only by a majority Board vote.
- d. Expulsion, suspension or termination of a membership shall be only for cause.
- e. The penalty duration will be determined by the Board of Directors.
- f. Prepaid dues are not refundable.

## ARTICLE V.

Section 1. DUES AND FEES. Annual dues, in amounts as determined by the Board, are payable in advance, and shall be for the period beginning January 1 through December 31.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. NUMBER. The Board of Directors shall consist of nine (9) members. Members shall annually elect new directors for three (3) year terms replacing those directors whose terms have expired or who have resigned or been removed except that in the case of replacing directors other than those whose terms have expired, the new replacing director's terms shall be for the remaining term length of the replaced directors.

(A) PROCEDURE FOR ELECTING NEW BOARD OF DIRECTORS. The nominating committee will present a slate of candidates to be voted on by all members in good standing. Any member in good standing may nominate him or herself by presenting a petition containing the signatures of ten (10) additional members in good standing to the nominating committee. Members may vote by mail or by dropping their ballot in the pro shop ballot box. Ballots will be mailed out on or about November 15 and voting will close on December 15.

Section 2. QUALIFICATIONS. To qualify for election to the Board of Directors of the Club, a nominee must be a member in good standing, with dues paid in full.

(A) Neither the Club Manager, his/her family, nor his/her employees are eligible for election to the Board, or to office in the club.

(B) Neither employees of the club or members of their family, independent contractors, or members of their families, are eligible for election to the Board of Directors, or office to the club.

Section 3. DUTIES. The Board of Directors is the governing body of the club and shall establish by-laws for the operation of the club, and shall give direction to the officers of the club.

(A) The Board of Directors may appoint a Manager or a head professional, title to be determined by the Board, only by binding contract for the performance of such duties as the Board may delegate, and at such compensation as the Board may determine. The Board may also employ other persons under binding contract as may be required for the proper conduct of the business of the club. Entry into such Manager's, head professional's, or other person's binding contract's initial term, its renewal, extension, or revision shall require approval by a two-thirds (2/3) vote of the entire Board.

(B) The Manager is contracted to serve the Club and its members under the supervision of the Club Board. In this context, the Manager is specifically prohibited from engaging in any political activity that in effect or appearance represents an effort to influence the outcome of a Board election. Under this policy, the manager has the right to cast his/her vote in such elections but must remain publicly neutral regarding the election and in his/her behavior toward the general Club membership. Specifically, the Manager must not campaign for or against any particular candidate(s), whether by proxy or through electronic or paper media.

## ARTICLE VII.

Section 1. BOARD OF ELECTION OFFICERS. As provided in ARTICLE III, Section 1, the Board of Directors shall meet within two (2) weeks of the annual general membership meeting and elect by majority vote the following officers from the Board of Directors to serve for the period of one (1) year, or until their successors have been elected. If the Board so chooses, and by a 2/3 vote, election of officers may proceed in a special meeting called after the adjournment of the General Election Meeting to elect officers and transact such other business as may come before the Board.

(A) PRESIDENT – DUTIES. The President shall preside over the meetings of the club and the Board, sign contracts and other instruments in writing, which shall first have been approved by the Board, and shall assume and perform the usual and customary duties of the Chief Executive.

(B) VICE PRESIDENT – DUTIES. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

(C) SECRETARY - DUTIES. The Secretary shall maintain a full and complete record of the proceedings of the Board of and of the meetings of the general membership. He/she shall keep the seal of the Club and shall affix it to such papers and documents as may be required in the regular course of business. He/she shall fill out and send such notices as may be necessary and proper. He/she shall maintain records of active memberships. He/she shall give notices of all meetings as required by the by-laws, and perform such other duties as may be prescribed by the Board, and all other and customary functions and services ordinarily delegated to a Secretary of a club.

(D) TREASURER – DUTIES. The treasurer shall maintain and keep all financial records, monies, and books of account of the club subject to the supervision of the Board. He/she shall perform the usual and customary duties and services of a Treasurer of a club, and such other duties as the Board of Directors may prescribe. He/she will produce an annual report within 120 days after the close of the fiscal year.

(E) TERMINATION. Any officer may resign his position by so notifying the Board of Directors. Any officer may be recalled upon a two-thirds (2/3) vote of the entire Board.

## ARTICLE VIII.

Section 1. COMMITTEES. The Board shall appoint the following standing committees each comprising two (2) or more club members, one of whom shall be a Director acting as Chairperson.

- (A) Executive
- (B) Financial
- (C) Election
- (D) Membership
- (E) Development
- (F) Property & Grounds
- (G) Tournament
- (H) Junior Development
- (I) Social
- (J) League

\* The Executive Committee shall comprise of the four officers of the Club and one additional Board member chosen by the non-officer members of the Board.

The president may also appoint temporary committees for special projects not considered a responsibility of a standing committee. All committees will record written minutes of their meetings. All committees are subject to the provisions of Section 5212 of the Non-Profit Corporation Law of the California Corporation Code.

The President shall be the Chairman of Executive Committee and an ex-officio member of all other committees.

#### ARTICLE IX. DISTRIBUTION OF ASSETS

Section 1. CAPITAL. The Club does not contemplate pecuniary gain or profit to the members thereof. No part of the earnings of the Club, if there be any earnings, shall inure to the benefit of any member or individual. Furthermore, in the event of dissolution, or liquidation of this club, any and all surplus capital or assets shall be distributed to such non-profit tax exempt corporations or charitable organizations in the San Diego area as may be selected and chosen by the majority of the then general membership of the Club.

#### ARTICLE X.

Section 1. VOTING PROCEDURE. Members of the Board shall be entitled to vote in person. Proxy voting is not allowed

Section 2. CULULATIVE VOTING. Cumulative voting is prohibited.

#### ARTICLE XI.

Section 1. PROCEDURE. A two-thirds (2/3) vote of the Board of Directors shall be required to repeal or amend these by-laws, or to adopt additional by-laws.

#### CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that I am duly elected and acting secretary of the La Jolla Tennis Club, a California corporation, and that the foregoing by-laws comprising ARTICLES I-XI inclusive, constitute the revised by-laws of said corporation as duly adopted at the first meeting of the Board of Directors duly held.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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Secretary, La Jolla Tennis Club

The following articles of the November 18, 1984 by-laws have been amended as indicated (see symbols below). The new amendments have been incorporated in this draft.

1. Amended 5-1-1999 (see board meeting minutes, item 8.)
  2. Amended 6-1-1993 (see board meeting minutes, item 3.)
  3. Amended 11-20-2002 (see board meeting minutes, items 6, 8, 9, & 10.)
  4. Amended 12-18-2002 (see board meeting minutes, items 7 & 8.)
  5. Amended 12-6-2004 (see board meeting minutes, item 6.)
  6. Amended 1-10-2005 (see board meeting minutes)
  7. Amended 2-12-2008 (Article IV, Section 6.see board meeting minutes)
  8. Amended 6-3-2008 (Article I: Section ., Section 2; Article 2. Section 2 & 3. Article III. Section 1., Section 3, 4, & 5. Article VII. Section 1. & (A) & (D). Article VIII. Section 1. Article X. Section 1 & 2.)see board meeting minutes)
  9. Amended 1-21-2009. Article I. Section 1. Article II. Section 2. Article III. Sections 1, 2, and 4
  10. Amended 05-07-2009 Article VIII. Section 1. COMMITTEES. (J) League. Article VIII. Section 1. COMMITTEES. “two (2) or more”.
  11. Amended 12-16-09. Article VI. Section 3 (B). Manager guidelines. Article VI. Section 1 (11 to 13 members)
  12. Amended 1-26-2010. Article VIII. Letters C and E. “Nominating” changed to “Election” and “Publicity” changed to “Development”.
  13. Amended 6-01-2010. Grammatical and visual.
  14. Amended 3-01-2011 Article III Section 4 (see board meeting minutes)
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