

# **Albany Tennis Club By-Laws**

# Revision History

Revision	Date	Authors	Reason
1	April 23, 2020	Robin Evans Werner Evans	To bring this document up to current club operation See Appendix A for details
2	October 28,2021	Robin Evans	

## **ALBANY TENNIS CLUB BYLAWS**

### **PREAMBLE**

The Albany Tennis Club is a nonprofit organization formed for the enjoyment of member families and individuals. Members are encouraged to be active participants in the Club's well being.

### **ARTICLE I MEMBERSHIP**

Albany Tennis Club (the "Club") is open to all individuals, regardless of age, race, color, religion, gender, national origin, sexual orientation, or disability, subject to limitations on numbers of membership.

#### Section 1 – Classes of Members:

The Albany Tennis Club shall be a nonprofit club and have the following classes of members and such others as the Board of Directors may from time to time create:

1. Members

- (a) Family equity membership
- (b) Family Plus equity membership
- (c) Couple equity membership
- (d) Single equity membership
- (e) Young adult membership
- (f) Junior membership
- (g) Honorary membership
- (h) Special membership
- (i) Summer membership
- (j) Pickleball membership

2. The Board, from time to time, may approve honorary and/or special memberships.

3. Equity members purchase and are owners of their membership at Albany Tennis Club. A certificate of Equity membership will be given to the owner after 12 consecutive months of membership in good standing.

4. Memberships may be surrendered at any time.

#### Section 2 – Rights of Members:

Subject to the provisions herein contained, the Board of Directors (herein the Board) shall fix the rights and privileges of the members of the Albany Tennis Club according to the above classifications and such other classifications of membership as may be hereafter created:

- (a) Equity members are entitled to elect board members and vote on other matters that the Board may submit to the membership for its vote.
- (b) Each equity membership equals one vote. There is no cumulative voting.
- (c) All interests and assets of the Albany Tennis Club, both real and personal, shall be at all times vested in the Club.
- (d) Each class of members shall have a right to use the facilities of the Club according to the rules and regulations set by the Board.

### Section 3 – Dues:

1. The Board shall fix the monthly dues and initiation fees to be paid by the members according to the classes of membership. Any monthly dues increase over \$10 per month must be approved by a majority vote of the members.
2. Dues and other fees are due and payable monthly unless pre-paying for the year. Bills are past due if not paid within thirty (30) days from the billing date unless other arrangements have been made with the club management.
3. Payments not received within thirty (30) days of the billing date will be subject to a “late fee” of \$5.00 for each 30-day period that a payment is late.
4. If a bill is not paid within sixty (60) days of the original billing date, a letter shall be sent to the member advising that all of the member’s club privileges have been suspended. Once suspended, the member shall have fifteen (15) days to bring the account current and pay all past due charges and a reinstatement fee of \$30.00
5. Memberships shall be forfeited if all monies due are not paid within forty-five (45) days of the mailing of the notice described in paragraph 4 above.
6. The Club has the right to pursue any and all legal remedies to collect delinquent accounts.
7. Members who have been expelled may apply for reinstatement; and the Board may reinstate such member upon such terms, conditions, and penalties as it deems.

### Section 4 – Guests

All Club guests shall be registered by the host member, and the host member shall be assessed a fee as determined by the Board.

### Section 5 – Transfer of Memberships:

Memberships are transferable subject to terms and conditions set by the Board.

(a) If a member wishes to transfer an equity membership, written notice shall be given to the Board of the member’s intent to transfer. If the member’s club fees and dues are current, the member shall be free to transfer the membership to a third party upon such terms as the member and third party agree and shall pay a transfer fee of \$100.00 to the Club.

### Section 6 – Suspension or Termination of Membership:

In the event the Board elects to initiate proceedings to suspend a member’s privileges or terminate a membership, it shall notify the member, in writing, of its intention to suspend or terminate and the alleged cause therefore. If the member, within fifteen (15) days of the date of the notice, makes a written request for a hearing to contest the proposed suspension or termination, the Board President shall set a time for hearing, which shall be within fifteen (15) days of the date of receiving the request for hearing. The hearing shall be open to all members. The Board President or a member appointed by the Board President shall preside over the meeting and shall establish the meeting procedures. The affirmative vote of a two-thirds (2/3) majority of the full Board shall be required in order to effect a suspension or termination of a membership and its privileges.

## **ARTICLE II OFFICERS AND DIRECTORS**

### **Section 1 – Classes of Directors, Terms, and Elections:**

1. The governing body of the Club shall be the Board of seven (7) directors who serve three-year (3-year) terms.
2. The term of each director shall expire at the third annual meeting of the three-year term following that director's election. New directors will be elected each year at the annual meeting to replace those whose term has expired. A director may be reelected without limitation on the number of terms served.
3. Any director may resign at any time upon written notice to the Board.
4. Annually, the Club Manager and Tennis Director shall have the option to select one junior member to be the junior representative to the Board of Directors. Such appointment shall be subject to the approval of the Board. The junior representative shall attend Board meetings, present issues of concern to junior members to the Board and may participate in all Board discussions, but shall have no vote on matters before the Board.

### **Section 2 – Vacancies:**

Any vacancy that occurs during an unexpired term shall be filled by appointment of a new director from the membership. Said appointment shall be approved by majority vote of the Board. Said new director shall serve until the expiration of the term of the director whose vacancy s/he was elected to fill.

### **Section 3 – Nomination and Selection of Directors:**

1. At least sixty (60) days prior to the annual meeting, the President shall appoint a nominating committee with Board approval.
  - (a) Said committee will consist of three members (not Board members).
  - (b) The committee will nominate equity members to replace the number of directors whose terms are expiring.
  - (c) Nominations shall be submitted to the Board at least thirty (30) days prior to the annual meeting.
  - (d) The President shall designate a Board member or members who shall be responsible for the preparation and mailing of the voting ballots for new directors.
2. The annual meeting notice shall contain a written ballot listing the names of all nominees and shall also provide spaces for the casting of write-in votes.
3. The Nominating Committee together with one Board member appointed by the President shall collect and tally the ballots. The Chair of the Nominating Committee will report the voting results to the President.
4. The President, or her/his designee, will announce the voting results at the annual meeting.

### **Section 4 – Officers of the Club:**

1. The Club officers shall be the President, Vice President, Treasurer, and Secretary.

2. At the initial Board meeting following the annual meeting, the Board shall elect officers from among its members. Not later than the second Board meeting following the annual meeting, the President shall appoint committee chairs created by these bylaws and/or the Board.

#### Section 5 – Duties of Board Officers:

1. President. The President shall be the Club Executive Officer and shall:
  - (a) supervise and assist the Club Manager/Tennis Professional in the day-to-day operation of the Club;
  - (b) prepare the agenda for each Board and/or membership meeting;
  - (c) preside at all Board and membership meetings which shall be conducted according to Roberts Rules of Order; and;
  - (d) designate a Board member or members who shall be responsible for the preparation and mailing of any voting ballots.
2. Vice President. The Vice President:
  - (a) shall perform duties as the President may delegate;
  - (b) shall perform the duties of the President in her/his absence; and
  - (c) may succeed to the office of President in the event of resignation, disability, death, or upon expiration of the President's term.
  - (d) shall oversee the club facilities and general upkeep and be chair of the Facilities and Maintenance Committee, Article IV.4.4.
3. Secretary. The Secretary shall:
  - (a) take minutes of all Board and membership meetings and proceedings; and
  - (b) record, post, and distribute minutes and agendas of all proceedings, including posting such on the Web site or other member accessible portal, and at the Club.
4. Treasurer. The Treasurer shall:
  - (a) with the President, control, supervise, and assist the Club Manager with the management of all income, expenses, assets, and liabilities of the Club
  - (b) with the President, control, supervise, and assist the Club Manager with the collection of monies due the Club and the payment of all just bills and debts owed by the Club
  - (c) with the Finance Committee, prepare and submit the Club's annual budget for the Board approval
  - (d) with the Club Manager, submit a report of all financial transactions and the Club's financial status at each Board meeting; and
  - (e) with the Club Manager, arrange for preparation and submission of the Club's annual tax return with the Club's CPA.

#### Section 6 – Powers:

1. The Board shall have authority to sell, mortgage, lease or otherwise convey, encumber, or dispose of the whole or any portion of the assets of the Club, whether real or personal, and to enter into any and all contracts and obligations of whatsoever kind and nature, provided, however, that the Board shall not have the authority, except in the event of insolvency, to dissolve the Club or otherwise wind up its affairs without the approval of two-thirds (2/3) of the members present at a meeting called for that purpose.
2. All powers, except such as otherwise provided for in these bylaws and the laws of the State of Oregon, shall be and hereby are vested in the Board. The Board may delegate such powers to committees and Club officers as they see fit.

3. The Board shall have the authority to make decisions with regard to customary operations of the Club including personnel matters.

4. If at any time the Club is operating without a Club Manager/Tennis Pro, the Board of Directors will assume the responsibilities of the day to day running of the club and all necessary maintenance. These duties will include but not limited to: accounts payable and receivable, cleaning courts, bank deposits, security, assigning a teaching pro, court repairs, etc.

#### Section 7 – Compensation:

No officer, director, member, committee member, or chair shall receive any compensation for her/his services; however, the Board may approve reimbursement for expenses incurred on behalf of the Club.

#### Section 8 – Duty of Loyalty:

Officers, directors, members, committee members, chairs, or staff will not profit at the expense of the Club, including but not limited to actual or potential conflicts of interest, dealing with third parties, and operating in competition with the Club.

#### Section 9 – Removal of Directors and Officers:

1. A petition signed by at least twenty (20) equity members may initiate proceedings to recall a member of the Board of Directors. Upon receipt of the petition, the President shall schedule a hearing which shall be held within thirty (30) days of receipt of the petition. The purpose of the hearing shall be to allow the petitioners to state their reasons for requesting the recall and to allow the Director and his/her supporters to state their reasons against the recall. The President or a member appointed by the President shall establish the procedures for the meeting and shall preside over the meeting. Within ten (10) days after the conclusion of the hearing, the Board shall mail ballots to all equity members, and the equity members may vote on the issue of whether or not to recall the Director. The affirmative vote of two-thirds (2/3) of all equity memberships is required to recall a Director.

2. Any director may be removed with or without cause, by a vote of two-thirds (2/3) of the directors then in office, excluding, however, the director that is the subject of the vote.

#### Section 10 – Action by Consent:

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the directors.

#### Section 11 – Meeting by Telecommunication:

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications during which all directors participating may hear each other.

## **ARTICLE III CLUB MEETINGS**

### Section 1 – Annual Meeting:

1. The annual meeting of the Club membership shall be held at the Club at a time to be designated by the Board. At that meeting, the President shall give a summary statement of the general condition of the Club and may include other matters as the Board deems appropriate.
2. Written or printed notice stating the place, day, hour, and purpose(s) of the meeting shall be mailed or delivered at the voting member's last known address not less than seven (7) nor more than fifty (50) days before the date of the meeting.
3. The notice shall be considered mailed when deposited in the U.S. mail or emailed.
4. Notices will be also posted at the Club and on its web site.

### Section 2 – Meetings of Board of Directors:

1. The Board shall meet at such times and places as designated by the President. The President shall schedule a Board meeting within seven (7) days if requested to do so by at least three (3) Board members.
2. Notice of Meetings.
  - (a) Notice shall be provided either personally or by email to each director not less than seven (7) days before said meeting.
  - (b) In extenuating circumstances, it shall be sufficient to notify the directors by telephone or email at least one (1) day prior to the meeting.
  - (c) All notices shall be posted on the Web site and at the Club to include the purpose of said meeting.
3. All Board meetings are open to all members, except executive sessions.
4. The Board can meet in executive session as provided under Oregon State Statutes.

### Section 3 – Special Meetings at Member's Request:

Special meetings may be called at the written request of at least twenty (20) Equity members to address an issue that in the opinion of the requesting member(s) requires immediate resolution. Notice of said meeting shall include the meeting's purpose, shall be given to all Equity members, and shall be posted at the Club and on its web site no fewer than seven (7) days prior or no more than thirty (30) days before the meeting date.

### Section 4 – Quorum:

1. A quorum shall consist of not less than fifty (50) percent of the Board (four Directors) with each director having one vote.
2. Members, if properly notified, present at any special meeting called for a specific purpose will be considered a quorum of the membership.
3. A majority of member votes present shall be necessary to adopt any matter voted on by the members.



#### Section 5 – Voting by Mail:

The Board may decide that certain issues before the membership, including voting for the election of directors, may be voted on by mail in lieu of the annual meeting.

### **ARTICLE IV CLUB COMMITTEES AND MANAGER**

#### Section 1 – Committees:

1. The Board, or the President with Board's approval, shall appoint committees as deemed necessary. Each committee shall have a minimum of two members and at least one Board member who may serve as Chair.
2. Attendance at Meetings. Committee members missing two consecutive regularly scheduled meetings without just cause shall be removed.
3. Monthly Report. Each committee shall submit to the Secretary a written report of its monthly meeting, together with any budget recommendations and shall also present an oral report at each Board meeting.
4. Duties. Each committee shall have general duties outlined below and other duties as may be necessary.

#### Section 2 – Bylaws Committee/Amendments:

1. Bylaws Committee. The Bylaws Committee shall be formed from time to time to review the bylaws and make changes as necessary. The committee chair shall submit said changes to the Board for approval.
2. Amendments to the Bylaws. These bylaws may be amended by a majority vote of all members present at the Club's annual meeting, at a special meeting called for that purpose, by a mail vote conducted for that purpose, or by the two-thirds (2/3) vote of all Board members. A copy of such amendments shall be furnished by the Secretary to members not more than fifty (50) nor fewer than seven (7) days prior to said meeting. The Secretary shall also post said amendments on the Club's Web site and at the Club within same time frame. If a mail vote is conducted, the proposed amendments shall be accompanied with ballots to the members.

#### Section 3 – Finance Committee:

The Finance Committee shall be formed, and the Treasurer shall be the chair of the committee with full voting rights. Said committee shall supervise budget preparation which shall be submitted to the Board by the November meeting with adoption by the calendar year-end. No funds in excess of those necessary for current operating costs shall be disbursed by the Club without majority Board approval.

#### Section 4 – Facilities and Maintenance Committee:

The Facilities and Maintenance Committee shall be formed, and the Vice President shall be the chair of the committee with full voting rights. Said committee shall monitor and assist with all Club facilities and maintenance and make suggestions for Club improvements.

Section 5 – Club Manager/Tennis Director:

The Club Manager/Tennis Director shall perform all duties as prescribed in the Club's current job description and shall be evaluated by the Board annually.

# **Appendix A**

## **Revisions 1 to By-Laws as of 4/21/20**

### **Article I Membership**

#### **Section 1 - Classes of Members**

##### **1. Members**

Added membership lines (b), (c), (e), (i) and (j)

3. Deleted line reading "Upon Board approval and payment of appropriate fees as determined by the Board, each new equity membership shall be issued an equity membership certificate."

3. Added line reading "Equity members purchase and are owners of their membership at Albany Tennis Club. A certificate of Equity membership will be given to the owner after 12 consecutive months of membership in good standing."

4. Deleted "if dues are current."

#### **Section 3 - Dues**

2. Added "unless pre-paying for the year."

5. Deleted line reading "If the forfeited membership is sold by the Club, the expelled member shall receive any monies left from the selling price minus the delinquent amount, the \$100 transfer fee, and a \$50 forfeiture fee."

#### **Section 5 - Transfer of Memberships**

(a) Deleted line reading "The Club shall have the right of first refusal and, within thirty (30) days of receiving the member's notice of intent to transfer, shall advise the member in writing whether the Club will purchase the membership or allow the member to transfer it to a third party."

Added line reading "If the member's club fees and dues are current, the member shall be free to transfer the membership to a third party upon such terms as the member and third party agree and shall pay a transfer fee of \$100.00 to the Club."

(b) Deleted line reading "If the Club elects to purchase the membership, it shall pay the member the membership purchase price established by the Board. Upon payment to the member, the Club shall own the membership free and clear of any rights of the transferring member."

(c) Deleted line reading "If the Club elected not to purchase the membership and all of the member's club fees and dues are current, the member shall be free to transfer the membership to a third party upon such terms as the member and third party agree and shall pay a transfer fee of \$100.00 tot he Club."

### **Article II Officers and Directors**

#### **Section 1 - Classes of Directors, Terms and Elections**

4. Add "have the option to"

## Section 5 - Duties of Board Officers

### 2. Vice President

Added (d) shall oversee the club facilities and general upkeep and be chair of the Facilities and Maintenance Committee, Article IV.4.4.

### 3. Secretary

(b) Added "or other member accessible portal"

## Section 6 - Powers

Added 4. If at any time the Club is operation without a Club Manager/Tennis Pro, the Board of Directors will assume the responsibilities of the day to day running of the Club and all necessary maintenance. These duties will include but not limited to: accounts payable and receivable, cleaning courts, bank deposits, security, assigning a teaching pro, court repairs, etc.

## **Article III Club Meetings**

### Section 1 - Annual Meeting

#### 3. Added "or emailed"

### Section 2 - Meeting of Board of Directors

#### 2. Notice of Meetings

Added the word email to lines (a) and (b)

### Section 10 - Action by Consent

Changed the words "shall be" to "is" signed by all the directors.

## **Article IV Club Committees and Manager**

Removed "Bookkeeper" from heading

### Section 1 - Committees

#### 1. Change three to two members

### Section 4 - Facilities and Maintenance Committee

Added " shall be formed, and the Vice President shall be the chair of the committee with full voting rights. Said committee shall" Article II.5.2.(d)

### Section 5 - Bookkeeper Deleted as obsolete

### Section 6 - Club Manager/Tennis Director

Changed to Section 5 since Bookkeeper deleted  
Deleted Notes as no longer relevant.

Deleted Notes

Regarding honorary membership and special membership.

## **Revisions 2 to By-Laws as of 10/28/2021**

### **Article II - Officers and Directors**

Section 1 - Classes of Directors, Terms and Elections

Section 3 - Nomination and Section of Directors

Changed number of directors from 9 to 7.

2. Changed wording to correspond with number of directors (Section 1)

### **Article III - Club Meetings**

Section 3

1. Changed quorum number from five to four.



