

By-laws of the Albany Tennis Club

ARTICLE I

The principal office of the corporation shall be in the City of Albany, County of Albany, State of New York.

The corporation may also have offices at such other places within or without this state as the Board of Directors [Board] may determine is required as it relates to the corporation's business.

ARTICLE II – NAME AND STATEMENT OF PURPOSE

Section 1 – Name

The name of the organization shall be Albany Tennis Club, Inc. It shall be a non-profit organization incorporated under the laws of the State of New York as defined in Section 102 (a) of the Not-for-Profit Corporation Law.

Section 2 – Purpose

The purposes for which this corporation has been organized are as follows:

- To encourage the sport of tennis.**
- To provide and maintain tennis courts and other facilities which its Directors may consider advisable, for the use and recreation of its members.**
- To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.**

ARTICLE III- MEMBERSHIP

Section 1 – Qualifications for Membership and Term

Membership shall be open to any individual who shall apply, pay the membership dues set forth by the Board and abide by the by-laws and rules and regulations of the corporation.

The Board may set a limit to the total number of members if it finds such a limitation necessary to meet the reasonable operating requirements of its facilities. In such case, applicants may be placed on a waiting list, and be notified when a vacancy occurs.

Section 2 - Membership Categories

a. Annual memberships are available in the following categories:

- **Single – any individual 19 years of age or over**
- **Couple – two residents of the same household who consider themselves a couple**
- **Family – more than two residents of the same household who consider themselves a family**
- **Student – an individual over 18 and less than 25 years of age who is attending school beyond high school as a full-time, matriculated student. Enrollment in a correspondence school does not qualify one for student membership**
- **Junior – under the age of 19 years.**

b. Thirty-Day memberships – A thirty-day membership purchased on or after September 1 shall be valid until the closing date of the season. A thirty-day membership becomes effective immediately upon submission of a membership application and full payment of the membership fee. Thirty-day memberships are sold after July 1, though exceptions may be made. Thirty-day members are not considered full members and do not have voting or other rights afforded an annual member.

c. Lifetime Members – Lifetime Membership may be conferred upon members so elected by a majority of the Board. Lifetime members shall have the full rights of an annual member.

Section 3 – Non-discrimination

Membership and all rights of participation in the Albany Tennis Club, including all tournaments and other events conducted or sanctioned by it, shall be open to all persons without regard to race, age, creed, sexual orientation, color, national

origin, religion or sex. Nonetheless, participation in divisions of tournaments and other events may be restricted on the basis of sex or age.

Section 4 – Dues and Voting Rights

The Board establishes the membership dues and has the responsibility of reviewing and or changing the dues on an annual basis.

In order to vote, individuals must be over the age of eighteen (18). Couples and Family members over the age of 18 are entitled to individual votes for the election of a Board member.

Section 5 – Annual Membership Meeting

An annual membership meeting of the corporation shall be held prior to December 31 each year, on a date fixed by the Board, for the purpose of electing a new set of Directors or election of current Directors to another term.

The Secretary shall mail/email to all members eligible to vote to his/her address as it appears on the membership roll book of the corporation a notice stating the date, time and place of the annual meeting. The notice should be sent at least 10 days and not more than 50 days before the date set for the meeting.

The presence at any membership meeting of not less than 10 percent of the voting members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by the Board and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll, who are annual members over the age of 18 or lifetime members, shall be entitled to vote.

Section 6 – Special Meetings

Special meetings of the corporation may be called by the Board. The Secretary shall mail/email a notice of such meeting to all members eligible to vote at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present.

Section 7 – Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

Section 8 – Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by a majority of the members entitled to vote.

Section 9 – Removal of Members

Any member who violates any of the by-laws or rules of the corporation, or whose conduct while using the facilities maintained by the corporation shall in the opinion of the Board of the corporation be considered detrimental to the welfare of the corporation, may be suspended or expelled from membership by a

majority vote of the entire Board, after due notice to such member and the provision to him or her an opportunity to be heard.

Section 10 - Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Frequency

The Board shall meet at least six times per year at an agreed upon time and place. At the first meeting of the Board following the annual meeting, the officers for the coming year will be elected by the Board.

Section 2 – Order of Business

The order of business at all Board meetings shall be as follows:

- 1. Attendance taken**
- 2. Quorum present**
- 3. Approval of the minutes of the prior meeting**
- 4. President's report**
- 5. Vice President(s)' report**
- 6. Secretary's report**
- 7. Treasurer's report**
- 8. Committees' reports**
- 9. Old business**
- 10. New business**
- 11. Other business**

12. Adjournment

Section 3 – Special Meetings

Special meetings may be called by the President or one third of the Directors. Notices of special meetings shall be sent out by the Secretary to each Director at least two weeks in advance.

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 4 – Notification

A mailed or e-mailed notice of each meeting shall be given to each Director not less than ten days prior to a meeting.

ARTICLE V - DIRECTORS

Section 1. Management of the Corporation

The affairs, corporate powers, business and concerns of the corporation shall be managed and controlled by the Board which shall regulate all matters of policy and expenditures of funds. The Board shall have up to 13 but not fewer than 7 Directors. Each Director shall be at least nineteen years of age. The Board receives no compensation other than reasonable expenses.

Section 2. Election and Term of Officers

At each annual meeting of members the membership shall elect Directors to hold office until the next annual meeting. Prior to the annual meeting of the membership, the Secretary shall mail/e-mail each eligible member a nominating petition form for Board seats followed by a ballot with the names of those

nominated for Board seats. Only members who have been annual members during the current membership year and the preceding membership year shall be eligible to be nominated. Ballots shall be returned by mail or e-mail by a date set by the Board and shall be counted at the annual meeting. Each Director shall hold office until the expiration of the term for which (s)he was elected and until his/her successor has been elected and shall have qualified, or until his/her prior resignation or removal. All Directors shall serve one-year terms but are eligible for re-election.

Section 3. Increase or Decrease in the Number of Directors

The number of Directors may be increased or decreased by vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

Section 4. Newly Created Directorships and Vacancies

When a vacancy on the Board exists mid-term, the remaining Directors may appoint a temporary replacement or the vacancy may be left unfilled until the next election unless the Board is reduced by a number that renders it ineffective for conducting business. A Director appointed to fill a vacancy caused by resignation, death or removal shall be appointed to hold office only for the unexpired term of his predecessor.

Section 5. Removal of Directors

Directors may be removed with or without cause by a majority vote of all members eligible to vote or for cause by action of the Board.

Section 6. Resignation/Termination

Resignation from the Board must be in writing (electronic resignations are acceptable). Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board. The acceptance of the resignation shall not be necessary to make it effective.

Section 7. Quorum of Directors

Unless otherwise provided in the certificate of incorporation, forty per cent of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

Section 8. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

Section 9. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee consisting of two or more Directors. Committees, other than the Executive Committee, may also be formed, shall serve at the pleasure of the Board, and are required to report to the Board as requested.

ARTICLE VI – OFFICERS

OFFICES, ELECTION, TERMS

Offices/Term

The Board, at the first meeting following election, shall elect a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. Some of the offices may be combined, e.g., Vice President/Secretary or Secretary/Treasurer, with the approval of the Board.

All officers shall be elected to hold office for a term of one year, until the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected and qualified.

The Board may appoint an Historian as caretaker of records who shall assemble and make available the Club history. The Historian shall attend all Board meetings as needed and shall serve at the pleasure of the Board.

The Board may appoint an Advisor to the President who shall provide assistance and advice as needed and shall serve at the pleasure of the Board. The Advisor shall be a full participant in Board meetings except he/she is not eligible to vote.

OFFICERS OF THE BOARD

1. President

The President shall be the chief executive officer of the corporation; (s)he shall preside at all meetings of the members and of the Board; (s)he shall be responsible for the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

The President shall convene the regularly scheduled Board meetings and preside or arrange for another officer to preside at each meeting in the following order: Vice President, Secretary, Treasurer.

2. Vice Presidents

During the absence or disability of the President, the Vice-President, or if there is more than one, the executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

3. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect. When duly authorized by the Board, (s)he shall sign and execute all contracts in the name of the corporation, when countersigned by the President; (s)he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board and shall be countersigned by either the President, Vice-President, Secretary or other Board member if over the amount of one thousand dollars (\$1,000.00). The Treasurer shall make a report at each Board meeting or in his/her absence, arrange for another officer to present the report. The Treasurer must develop and review fiscal procedures. The Treasurer shall

assist in the preparation of the budget, present an annual budget to the Board, keep a record of the members and dues paid and make all financial information available to the Board members. The fiscal year shall be the calendar year. Financial reports are required to be mailed/emailed to the Board one week prior to the regularly scheduled meeting showing income and expenditures for the current month and year to date. The Board may employ an accountant to assist the Treasurer in his/her duties.

4. Assistant Treasurer

During the absence or disability of the Treasurer, an Assistant Treasurer designated by the Board, shall have the powers and functions of the Treasurer and will assist the Treasurer as requested.

5. Secretary

The Secretary shall keep the minutes of Board meetings and also the minutes of the members' annual membership meeting. (S)he shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board may direct; (s)he shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. (S)he shall keep a membership roll containing the names, alphabetically arranged of all persons who are members of the corporation, showing their places of residence and the date when they became members, and membership status.

6. Sureties and Bonds

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

By-laws may be adopted, amended or repealed by a majority vote of the members at the time they are entitled to vote for the election of Directors. By-laws may also be adopted, amended or repealed by the Board but any by-law adopted, amended or repealed by the Board may be amended by a majority vote the members eligible to vote.

If any by-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the by-laws so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE IX - DISSOLUTION

The dissolution or other termination of the corporation shall be in accordance with the laws of the State of New York as defined in Section 102 (a) (5) of the Not-for-Profit Corporation Law or any equivalent section which may be in effect at that time. Upon dissolution or termination, the assets of the corporation shall be disposed of in accordance with the same section.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a majority vote on August 22, 2012.

Secretary_____ Date_____

August 22, 2012

