

Bylaws 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.

ARTICLE II – NAME AND STATEMENT OF PURPOSE

Section 2.1 – 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 2.2 – Purpose

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

- To promote the growth of tennis.
- To lease and maintain tennis courts and other facilities which its Board of Directors (Board) 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 and, directors except as permitted under Article 5 of the Not-for-Profit Corporation Law.

ARTICLE III- MEMBERSHIP

Section 3.1 – 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 bylaws 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 3.2 - 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 – a group of one or more parents, and their children who are less than 25 years old, living together as a unit.
- Student – an individual over 18 and less than 25 years of age who is attending school beyond high school as a matriculated student
- Junior – under the age of 19 years.

b. Thirty-Day memberships – A 30-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. A Lifetime Member is defined as one who has given extraordinary, meritorious service to the Albany Tennis Club. Lifetime members shall have the full rights of an annual member.

Section 3.3 – **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, gender identification, or sex. Nonetheless, participation in divisions of tournaments and other events may be restricted on the basis of competition categories and guidelines established by the United States Tennis Association.

Section 3.4 – **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.

To vote, members must be over the age of 18. Couples and family members over the age of 18 are entitled to individual votes for the election of a Board member.

Section 3.5 – **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 presenting the results of the annual election of a new set of Directors or election of current Directors to another term.

The Secretary shall mail/email a notice to all members stating the date, time, and place for the annual meeting, and electronic voting procedures. The notice will be sent to addresses as they appear on the membership census of the corporation. Such notice shall be sent at least 10 days but 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 weeks from the date scheduled by the Board, and the Secretary will send a notice of the re-scheduled date of the meeting to all members. A quorum as set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of September 1 of each year 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 3.6 – 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 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.

Section 3.7 – Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members 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 3.8 – 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 3.9 – Removal of Members

Any member who violates any of the bylaws or rules of the corporation, or whose conduct while using the facilities maintained by the corporation shall in the opinion of the Board 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 allow them an opportunity to be heard.

Section 3.10 - **Conflict of Interest**

Whenever a director has a financial or personal interest in any matter coming before the Board, 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 4.1 – **Frequency**

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

Section 4.2 – **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

All meetings will be conducted according to the most recent version of Robert's Rules of Order.

Section 4.3 – 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.

Section 4.4 – Special Meetings of the Board

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 48 hours 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 to all Directors who were absent at the time of the adjournment as well as those in attendance.

ARTICLE V - DIRECTORS

Section 5.1 - 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 19 years of age. The Board receives no compensation other than ordinary and reasonable expenses.

Section 5.2 - Election and Term of Officers

The membership shall elect Directors to hold office. 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. Elections may be

done electronically. Ballots may also be returned by mail or e-mail by a date set by the Board and a summary will be presented at the annual meeting. Each Director shall hold office until the expiration of the term for which the person was elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal. All Directors shall serve one-year terms but are eligible for re-election.

Section 5.3 - Increase or Decrease in the Number of Directors

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

Section 5.4 - 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 their predecessor.

Section 5.5 - 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 5.6 - 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 Secretary. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.7 - Quorum of Directors

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

Section 5.8 - 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 5.9 - **Committees**

The Board, by resolution adopted by a majority of the entire Board, may designate committees which serve at the pleasure of the Board, and are required to report to the Board as requested.

ARTICLE VI – OFFICERS, OFFICES, ELECTION, AND TERMS

Section 6.1 - **Offices/Term**

The Board, at the first meeting following election, shall elect the officers for President, Vice-President, Secretary, and 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 they were elected or appointed and until their successor has been elected and qualified.

Section 6.2 – **Officers of the Board**

a. President

The President shall be the chief executive officer of the corporation and shall preside at all meetings of the members and of the Board. The President 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.

b. Vice President

During the absence or disability of the President, the Vice-President, shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe.

c. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit said funds in a timely manner in the name of the corporation in such bank or trust company as the Directors may elect. When duly authorized by the Board, the Treasurer shall sign and execute all contracts in the name of the corporation, when countersigned by the President; the Treasurer 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 five thousand dollars (\$5,000.00). The Treasurer shall make a report at each Board meeting or in their 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.

d. Secretary

The Secretary will be the records officer of the corporation and shall keep the minutes of Board meetings and also the minutes of the members' annual membership meeting. The Secretary 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. The Secretary shall attend to such correspondence as may be assigned and perform all the duties incidental to the office. The Secretary shall keep a membership roll containing the names, alphabetically arranged of all persons who are members of the corporation, showing their places of residence, email address, phone number(s), the date when they became members, and membership status.

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 their 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 their hands.

ARTICLE VII - CONSTRUCTION

If there is any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII - AMENDMENTS

Subject to notice of no less than seven calendar days, and after notice by electronic or other means to the membership, the bylaws 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. Bylaws may also be adopted, amended or repealed by the Board but any bylaw adopted, amended or repealed by the Board may be amended by a majority vote of the members eligible to vote.

If any bylaw 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 bylaws 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 by a majority vote on April 13, 2022.

Secretary_____ Date_____

Amendments to these Bylaws specific to Article IV, Sections 4.3 and 4.4 were approved at a meeting of the Board by a majority vote on May 18, 2022.

Secretary_____ Date _____

Document History:

Amended August 22, 2012

