

Arborlea Tennis Club By-Laws

As Adopted on 10Sep2023

I. Overview/Purpose

The Arborlea Tennis Club is a member-owned, not-for-profit organization created under the laws of Pennsylvania to maintain a club devoted to tennis as a form of recreation.

II. Administration

A. The club will be managed by a Board of Directors consisting of:

1. Four officers who are full members elected to two-year terms at the general membership meeting: President, Vice-President, Treasurer, Secretary.
2. Up to five full members who will be appointed by the Board as Directors to two-year terms.
3. Up to two past Presidents who will be appointed by the Board to two-year terms.
4. The Board may fill Board vacancies including vacancies in any of the officers' positions at any time. Any appointment of an officer by the Board shall be temporary until the next general membership meeting and an election to fill the vacancy shall be held at the meeting.
5. Four Directors, one of who must be the President or Vice-President, shall constitute a quorum for the transaction of business.

B. Duties of the Board

1. The President shall be the principal officer and shall supervise and control all of the business and affairs of the club to include presiding at all meetings of the club and of the Board of Directors, and having powers associated with the chief executive officer of a non-profit corporation.
2. The Vice-President shall act in the absence of the President or in the event of the President's inability or refusal to act.
3. The Secretary shall keep a record of the meetings of the club and of the Board of Directors; issue notice of all meetings; administer the correspondence of the club; keep a record of club's membership.
4. The Treasurer is the club's chief financial officer. The Treasurer, and such other officers/members as shall be designated by resolution of the Board, is responsible for presenting a financial report/budget at Board meetings and at the general membership meeting, preparing any other financial instruments necessary for the operation of the club, receipt of moneys due to the club and pay money in behalf of the club.
5. The Board of Directors shall have control and management of the affairs of the club and carry out the objectives of the club.
6. The Board of Directors may expel club members (see section III.F).

C. Operating Committees

The President, with the approval of the Board of Directors, will appoint operating committees as needed, e.g., nominating, membership, social for the conduct and care of the club's affairs.

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D. Board Meetings

The President will call Board meetings annually as needed but as a minimum as follows:

1. Between January 1 and March 31
2. At least two weeks prior to the annual membership meeting (may be combined with #1)
3. Between Apr 1 and May 1
4. End of Season (Oct – Nov)

III. Membership

A. Single Members

Anyone age 21 or older is eligible for a single membership. Accepted applicants are considered a full member and are entitled to all club privileges in accordance with the rules of the club. Each full member is entitled to one vote at the general membership meeting and other meetings described in Section IV.

B. Family Members

Up to two household members over the age of 21 can join via a family membership. Both are considered full members but are entitled to only one vote at the general membership meeting and other meetings. Household members under the age of 21 will be included in the family membership and may require parental supervision, depending on their age and behavior.

C. Special Members

1. The Board may offer an associate membership to persons under the age of 21 or to persons who provide a special service to the club at its discretion. Such members are not considered full members.
2. The Board may designate Honorary members with full membership rights at its discretion.

D. Application for Membership

1. A person/family wishing to join the club must fill out an application.
2. The Board or designated committee has the discretion to accept/reject the application.
3. A membership continues from year-to-year provided dues are paid on time.

E. Dues

1. Dues for the upcoming season are set at the general membership meeting.
2. The season runs from May 1 to Apr 30 of the following year. Dues are expected to be paid by May 15.
3. A member who has not played by July 1 may defer their membership to the following season.

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4. In cases of special hardship to a member, the Board or designated committee may grant a leave of absence and may issue a partial refund.

F. Expulsions

A member may be suspended or expelled for the following reasons:

1. For non-payment of dues
2. For committing an offense prejudicial or injurious to the interests of the club. A member shall be suspended or expelled by a quorum vote of the Board of Directors present at a meeting called for that purpose. Notice of the meeting shall be given to the said member at least 10 days prior to the meeting, and at which said member shall have an opportunity to attend.

IV. Membership Meetings

A. General Membership Meeting

1. There will be at least one general membership meeting to be held annually during the first quarter of the year.
2. The Board must notify members by mail or by e-mail at least two weeks before the any general membership meeting, including the meetings noted below.
3. A quorum shall be 25% of the full members who shall be present at the meeting or have assigned a PROXY.

B. By-Laws Meeting

Any change in the By-Laws must be approved at a general membership meeting by a majority vote of those present.

C. Meeting by Petition

1. A petition signed by at least sixty percent of the full members may initiate a general membership meeting provided that the petition lists a specific agenda.
2. The President must call a meeting initiated by petition as soon as practical but not to exceed thirty days.

D. Dissolution and Liquidation Meeting

See section VI.

V. Conflict of Interest

A. General Provision

Officers, directors, employees and agents of the Corporation have an obligation to disclose any conflict of interest or appearance of a conflict of interest that may arise during their tenure. Any transaction between the Corporation and any Interested Person (which shall mean any member, director, officer, employee, agent or any member of such person's immediate family and other person living in such person's household) or entity in which the

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Interested Person is a member, director, officer, employee, agent or otherwise interested shall be permitted only if such transaction is fair and reasonable to the Corporation at the time it is approved, is fully disclosed to the Board of Directors and approved by a majority of the Directors.

B. Conflicts of Interest

No officer or director may enter into, directly or indirectly, any contract or transaction with the Corporation in which they, acting individually, have an interest. Such contract or transaction may be entered into provided: (a) Such transaction is disclosed to the Directors and is approved by two-thirds vote of the Directors then in office; and (b) Such transaction does not jeopardize the Corporation's tax-exempt status under Section 501(a) of the Internal Revenue Code of 1954.

VI. Dissolution and Liquidation

A. Any decision to dissolve and liquidate the club must occur at a special membership meeting.

1. A two-thirds vote of the full members present at the meeting is required to dissolve and liquidate the club.
2. Full members are each entitled to one vote at a Dissolution and Liquidation meeting.

B. Distribution of Assets

After payment of all debts, the club has the following options:

1. Retain funds in escrow for a future organization.
2. Donate funds to a charity or charitable organization.
3. Divide all funds evenly among those who have been Full Members for a minimum of three consecutive years immediately preceding the vote of dissolution.
4. Any combination of options above.

C. The decision of the full members at the special membership meeting is final.