

# THE TACOMA LAWN TENNIS CLUB BYLAWS

## ARTICLE 1. MEMBERSHIP

### A. TYPES OF MEMBERSHIP

- (1) **Tennis Membership.** Shall have the full use of all Club facilities, except as limited by the Board, third party contracts, tennis staff scheduling, or by operation of law.
- (2) **Social Membership.** Shall have the use of all Club facilities, except the tennis facilities, and as limited by the Board, third party contracts, or by operation of law.
- (3) **Honorary Membership.** Honorary members are approved by the Board in recognition of special contributions to the Club, and shall have the use of all Club facilities, except as limited by the Board, third party contracts, or by operation of law.
- (4) **Proprietary Membership.** Has a vested ownership interest in all assets, real, personal, or mixed. Each proprietary membership shall be entitled to one ownership share. Only members who have paid a full initiation fee as designated by the Board at such time as the fee was paid shall be proprietary members. A proprietary member's ownership share is non-transferable and ceases with no compensation owed upon termination of membership.
- (5) **Non-Proprietary Membership.** Has no proprietary interest, such as an Honorary Membership or consists of members who have paid less than the full initiation fee as established by the Board as reflected in the Board minutes.

### B. CLASSES OF MEMBERSHIP

- (1) **Family.** Parents, residing in the same household, and their unmarried children who are under the age of 24.
- (2) **Couple.** Married couples and domestic partnerships.
- (3) **Individual.**

### C. ADMISSION TO MEMBERSHIP

- (1) **Membership Application.** Applications for membership shall be submitted on forms approved by the Board. Applicants shall be sponsored by a current Club member in good standing or the General Manager, unless this requirement is waived by the Board for good cause. Based on Club capacity, applicants may be placed on a Club wait list and notified when their application will be considered for membership.

- (2) **Membership Approval.** When Club membership is available, the membership applications shall be approved by a majority vote of the Membership Committee, with advance notice to the Board of the membership decision.
- (3) **Membership Limits.** The number of members within each class of membership shall be fixed from time to time by the Board. The Board shall also be responsible for developing and approving policies regarding admission practices.

#### **D. TERMINATION OF MEMBERSHIP**

- (1) **Generally.** The proprietary interest of any member shall cease upon the termination of his/her/their membership; provided, however, that if a spouse of a Family or Couple dies, the surviving spouse may continue in such class of membership or enter another appropriate class; and, provided further, that if two individual members marry or become a domestic partnership, they may continue their respective memberships or enter another appropriate class.
- (2) **Dissolution of Marriage.** Should a dissolution of marriage or domestic partnership occur between parties holding a Couple membership or a Family membership, the membership shall be changed as follows:
  - (i) **Couple membership:** both parties will convert to Individual memberships.
  - (ii) **Family membership:** one party will continue in a Family membership to include dependents who were included in the original membership and one party will change to an Individual membership. The parties must submit the application for separate memberships within 30 days of the entry of the final Decree of Dissolution and all Club obligations (dues, assessments, and charges) must be current as of the application date. If former spouses holding two separate memberships add additional individuals to their memberships through a new domestic partnership or marriage, a fee will be assessed for each additional individual added as set by the Board, or an initiation fee will be owed if a former spouse's membership class is upgraded.
- (3) **Termination of Membership.** Memberships are terminated by resignation, expulsion, financial delinquency, or death, except as herein modified.
- (4) **Financial Delinquency.** Memberships may be terminated by the Board, or the Board's designee, in writing upon a member becoming financially delinquent as specified in Article 2 G.
- (5) **Resignations.** Members, current in their financial obligations, may resign in good standing upon written notice.

- (6) **Suspension and Expulsion.** Any member or other individual afforded Club privileges, who engages in unbecoming conduct upon the premises, a violation of these bylaws, or engages in conduct which disturbs the harmony or impairs the reputation, goodwill, or prosperity of the Club may be reprimanded, suspended or expelled from the Club by two-thirds vote of the Board; provided that the member will be given the opportunity to present a written response to the charges, and shall be provided with the opportunity to attend a regular or special Board meeting to discuss the charges with the Board, prior to the Board vote.

**E. LEAVE OF ABSENCE**

- (1) **Leave of Absence.** Any member may be granted, for good cause shown, a leave of absence for a continuous period of not less than 3 months and not more than one year for medical issues or other exigent circumstances as approved by the Board.
- (2) **Dues.** During the period of absence, the member shall pay 25% of the dues chargeable to their category and the members shall pay in full any assessments levied during such period.
- (3) **Extension.** Upon good cause shown the leave of absence may be extended within the limits prescribed above.
- (4) **Use of Facilities.** Members on a leave of absence shall not have use of any Club facilities. Use of the Club by members on leave of absence will terminate the leave period and reactivate the membership.

**F. NON-RESIDENT**

- (1) **Non-resident.** Any member may be granted non-resident status defined as residing more than 50 miles from the Club for nine (9) or more consecutive months. Non-residence status may be approved by the Board for shorter periods if related to military service or other special circumstances.
- (2) **Dues.** During the period of non-residence, the member shall pay 25% of the dues chargeable to their category and shall pay in full any assessments levied during such period.
- (3) **Use of Facilities.** Members on non-resident status shall have no use of any Club facilities, except as provided for in Section G (1) below; otherwise use of the Club by members on non-resident status will terminate the same and reactivate the membership.

**G. GUESTS**

- (1) **General Guest Policy.** Club members may bring guests to the Club subject to the payment of a guest fee as set by the Board and such privileges to be limited to those

of the host member. Individual guests may only visit the Club three times per calendar year, except as provided for in paragraph G (2) below.

- (2) **Out of Area Guests.** Out of area guests, defined as persons residing 50 miles outside of the Club, temporarily residing in a member's home, may be afforded the privileges of the Club for a period not to exceed two weeks per calendar year, with such privileges being limited to those of the host member. The host member shall notify the Club in advance of the out of area guest's name and anticipated dates of Club use. The hosting member may be assessed a fee for the out of area guest's use of the Club as set by the Board. Any exceptions to this policy must have Board approval.

## **H. MEMBERSHIP MEETINGS**

- (1) **Annual Meeting.** The annual meeting of the Club shall be held at the Club on a yearly basis on a date and time as designated by the Board. Notice of the meeting shall be sent to all Voting Members at least 15 days prior to the date of the meeting. The notice may be delivered by regular mail or by email in accordance with the terms of applicable law.
- (2) **Special Meetings.** Special meetings of the Club may be called at any time by the President or upon the written request of 25 or more Voting Members. Notice of special meetings shall be mailed or emailed to all Voting Members at least 15 days prior to the date of the meetings in accordance with the terms of applicable law.
- (3) **Quorum.** The number of Voting Members equal to 10% of the total of Voting Members shall constitute a quorum for such meetings. A quorum may be met by a member being present in person or by proxy. Meetings may be adjourned for lack of a quorum. Voting by written proxy submitted to the President, or the President's designee, in writing or by email shall be permitted. The vote of the majority of votes entitled to be cast by the members present or represented by proxy at the meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these bylaws, the articles of incorporation or applicable law.
- (4) **Voting Members.** All adult members, meeting proprietary status, including both spouses and both members of a domestic partnership, in the case of Family and Couple members, shall have the right to vote at such meetings, provided all Club obligations are current.

## **ARTICLE 2. FINANCES**

- A. **FISCAL YEAR.** The fiscal year shall be the twelve (12) month period beginning January 1 and ending December 31.

**B. INITIATION FEES**

- (1) **Fixing of.** The Board shall fix the amount of initiation fees for the various classes of membership. Initiation fees shall include the charges, if any, for the transfer from one class of membership to another.
- (2) **Payment of.** Initiation fees are due and payable immediately upon acceptance for membership.
- (3) **On Transfer to a Different Class of Membership.** If the transfer is to a class which has a higher initiation fee the member transferring shall pay the difference between the fee applicable to the new class and the fee previously paid. If the transfer is to a class which has a lower initiation fee, such as a transfer from tennis to social membership, no refund payment will be made to the member for the difference between the initiation fees applicable to each class and should the member want to upgrade his or her membership in the future, they will pay the difference in the higher initiation fee.
- (4) **Capital Improvement Funds.** All initiation fees collected shall be deposited into the Capital Improvement Fund.

**C. DUES**

- (1) **Fixing of.** The Board shall fix the dues to be paid by the members in each class. Dues may be adjusted at the discretion of the Board.
- (2) **Payment.** Dues shall be payable monthly in advance on the first day of each month. Dues shall be considered delinquent sixty (60) days following the due date. The obligation to pay dues shall cease at the end of the month during which a membership is terminated. Members shall be responsible for all dues and other Club charges owing on the date of termination.

**D. ASSESSMENTS.** From time to time the Board, by the affirmative vote of two-thirds of the membership thereof, may levy assessments in an amount sufficient to pay for the construction of capital additions to, the reconstruction of, or repairs to the Club facilities; provided, however, that the Board shall not levy such assessments more often than once each year. The assessment shall not exceed more than four months of a member's dues unless a greater amount is approved by the membership at a special or annual meeting. Such assessments shall be uniform for all classes of membership, except Honorary, which class is not assessable.

**E. OTHER CHARGES.** The Board shall have the authority to establish auto-charges to be paid by all members for social events including, but not limited to, the PNW Tournament and Holiday Party. All charges billed to members shall be considered delinquent sixty (60) days from their due date, which shall be the date of billing.

- F. **DELINQUENCIES.** When any Club obligation, whether initiation fees, dues, assessments, or other charges, is delinquent for a period of sixty (60) days or more, the delinquent member's name shall be posted on Club premises and the member's privileges suspended. When any Club obligation is delinquent for (90) days or more the membership of the delinquent member may be terminated unless an arrangement for payment satisfactory to the Board is made.
- G. **INTEREST.** Beginning sixty (60) days after the due date of any Club obligation, past due obligations shall bear a late charge as determined by the Board, and such late charges shall be paid upon demand by the delinquent member. In the event the delinquent account is turned over for collection or if suit is instituted to collect such past due obligations, the delinquent member shall be liable to the Club for reasonable attorney's fees and costs in addition to the obligation plus late charges due. All new members shall execute a written agreement encompassing the provisions of this section in their applications for membership.

### **ARTICLE 3. BOARD OF TRUSTEES**

- A. **AUTHORITY.** Except as otherwise provided in these bylaws or by the laws of the State of Washington, the entire management, including the establishment of Club rules and operations, shall be vested in the Board of Trustees (the "Board"). The Board's scope of authority includes, but is not limited to, filling Board vacancies in any elective position, appointing Board officers by majority vote of the Board, fixing such officers powers and duties, and performing other duties necessary for the general oversight and operation of the Club. The Board may delegate the daily management and operations of the Club to the General Manager and other staff as it deems necessary.
- B. **MEMBERSHIP.** The Board shall consist of 12 elected Board members, which shall include 5 officers appointed by the Board as specified in Article 4 below. All Board members shall be voting members. Former Board members may serve in ex officio non-voting positions as approved by the Board.
- C. **MEETINGS**
  - (1) **Regular.** Regular Board meetings will be held monthly at the Club as designated by the Board President. The President may at times change the time or place of regular Board meetings.
  - (2) **Special.** Special Board meetings may be called by the President upon 48-hour notice or by resolution of the Board to be held at the Club or at such other place within the City of Tacoma as designated.

(3) **Quorum.** A quorum consists of seven members of the Board. The action of the majority of Board members present at the meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by these bylaws, the articles of incorporation or by applicable law.

**D. NONLIABILITY AND INDEMNIFICATION.** The Board of Trustees shall not be personally liable for any act undertaken by the Board which may be the subject of any claim, demand, suit, legal action, or other legal proceedings in accordance with the terms of applicable law. The Board of Trustees shall be indemnified by the Club to the fullest extent permitted under applicable law.

#### **ARTICLE 4. OFFICERS**

**A. DESIGNATION AND APPOINTMENT OF OFFICERS.** The officers of the Club shall include the President, Vice President, Vice President Strategic Planning, Secretary and Treasurer. The Board shall appoint Board members to the officer positions listed below by majority vote of the Board. The Board may appoint officers at the conclusion of the sitting officer's term or in the event the officer position is vacated during the term of office. Any officer may be removed by majority vote of the Board, with or without cause, at any time.

<b>Office</b>	<b>Term</b>
President	One Year
VP President	One Year
VP Strategic Planning	One Year
Secretary	One Year
Treasurer	One Year

**B. PRESIDENT.** The President shall chair all meetings of the Club membership and of the Board and, as chief executive officer of the Club, is empowered with general authority in the operation thereof.

**C. VICE-PRESIDENT.** The Vice President shall perform all duties of the President during the President's absence or inability to act and shall succeed to the office of President by majority vote of the Board.

**D. VICE-PRESIDENT STRATEGIC PLANNING.** This officer shall chair the Strategic Planning Committee and shall be responsible for leading the development of the Club's strategic plan.

**E. SECRETARY.** This officer shall have the care and custody of the records and minutes of the Club and its meetings and shall record all votes and the minutes of all proceedings in the books kept for that purpose. The Secretary shall see that proper notice is given of all meetings in accordance with the terms of applicable law.

- F. TREASURER.** This officer shall have the care and custody of the financial records of the Club, oversee all financial operations, and ensure that all accounts are maintained on a current basis, that reserve accounts are properly funded and that funds are disbursed only in accordance with the approved budget as specifically authorized by the Board. The Treasurer shall submit to the Board a monthly written report of the financial operations and at the end of the fiscal year submit the annual financial report to the President for presentation to the membership. This officer shall chair the Finance Committee.

## **ARTICLE 5. BOARD OF TRUSTEES ELECTION PROCESS**

### **A. ELECTION OF BOARD MEMBERS.**

The 12 Board positions shall serve staggered three (3) year terms. No Board member shall serve more than 6 years of any 9 year period.

When Board positions are vacated during the Board member's term, such as vacancies caused by resignation or a termination of Club membership, the Board shall appoint a Club member to fill the position for the remainder of the Board member's three year term.

### **B. ELECTION PROCEDURES**

In September of each year, the Board Governance Committee shall advise the membership of open Board positions and submit the slate of candidates to the Board on or before the October Board meeting. Candidates must be members of the Club in good standing at the time their candidacy is proposed.

On or before November 5 of each year, the Secretary shall prepare a ballot and deliver the same to the Club membership (all voting members) by mail, email, or other electronic means in accordance with the terms of applicable law. Ballots shall be completed/returned by Club members no later than the December 1 of each year. Thereafter, the Board Governance Committee shall count the ballots and publish the results.

The newly elected Board members shall be presented to the Board at the December Board meeting where the election of officers shall take place if the officers' terms have concluded. Newly elected officers will begin duties effective upon their appointment.

## **ARTICLE 6. COMMITTEES**

- A. COMMITTEE AUTHORITY.** Each standing committee, and any special committee appointed by the Board, shall develop and recommend to the Board yearly committee goals that relate to such committee's responsibilities. Each respective committee shall pursue its goals within the budgetary limitations set by the Board,



provided that the Social Committee shall have the right to expend reasonable funds under its control.

**B. STANDING COMMITTEES**

- (1) **Executive.** This committee shall oversee all functions of the standing and special committees created by the Board. The committee shall meet at times designated by the President and/or Club General Manager to plan for and discuss Board meeting agendas and/or other issues of organizational significance, including but not limited to confidential legal matters. Members of this committee shall include the President, Vice President, Secretary, Treasurer and Vice President Strategic Planning.
- (2) **Finance.** This committee shall review monthly and annual financial reports and the annual operating budget prepared by the General Manager and Board Treasurer, which shall be submitted to the Board for approval. The committee shall be chaired by the Treasurer, and its members shall include at least two other members appointed by the President.
- (3) **Facilities.** This committee shall be responsible for overseeing implementation of capital improvements and the maintenance of buildings, grounds, and facilities. The chair of this committee shall be appointed by the President, and its members shall include at least two other members appointed by the President.
- (4) **Board Governance.** This committee shall be responsible for three main functions: managing recruitment and nominations of Board members, monitoring the effectiveness of the Board, and overseeing the Board's relationship with the General Manager. Duties of this committee include, but are not limited to maintaining terms, committee assignments, and demographics of board members; developing and maintaining potential candidates for board service; maintaining and updating all board documents and policies to ensure they are current and comprehensive; overseeing compliance and administrative matters of the Board; and evaluating and supporting the General Manager so this position works effectively with the Board and the membership. The chair of this committee shall be appointed by the President, and its members shall include at least two other members appointed by the President.
- (5) **Strategic Planning.** This committee shall be responsible for leading the Club's strategic planning process at intervals established by the Board. The chair of this committee shall be the Vice President Strategic Planning and its members shall include at least two other members appointed by the President.
- (6) **PNW.** This committee shall oversee the annual Pacific Northwest Open Tennis Championships. The chair of this committee shall appoint committee members, which may include both Board and non-Board members, and be responsible for the

overall operations of the PNW tournament, with periodic reports to the Board regarding the same.

- (7) **Social Activities.** This committee shall be responsible for youth, adult and family parties and functions, and other social activities. This committee shall be chaired by the Chair of Social Activities and shall include at least one other Board member appointed by the President.
- (8) **Membership.** This committee shall be chaired by the General Manager, and the committee shall include at least two other Board members. The membership committee is responsible for reviewing and approving applications for membership, and other membership issues as delegated by the Board.
- C. **SPECIAL COMMITTEES.** Special committees may have any scope deemed necessary by the Board to meet specific Board or Club needs. The objectives of the special committees shall be established by the Board at the time the committee is created. Any special committee appointed and approved by the Board shall provide regular reports to the Board as directed by the President.

## **ARTICLE 7. RULES OF ORDER AND AMENDMENTS**

- A. **RULES OF ORDER.** All meetings of the Board and the Club Membership shall be governed by the latest edition of Robert's Rules of Order except as otherwise provided in these Bylaws.
- B. **AMENDMENTS TO BYLAWS.** These Bylaws may be amended at any regular or special meeting of the Board by a two-third vote of the total number of elected Board members, provided that the following notice provisions are met: (i) Board members must be provided with 20 days written notice of any proposed amendments to the Bylaws; (ii) after the 20 day notice period, at a regular or special Board meeting, the Board may consider the amendments and vote to provide 30 day notice of the proposed amendments to Club members by regular mail or email in accordance with the terms of applicable law; (iii) after the 30 day notice period to members, the Board shall formally vote on the proposed amendments at a regular or special Board meeting; and (iv) if the proposed amendments are approved by at least a two-third vote of the Board, the final amended Bylaws will be made available to all Club members on the Club's website and a copy will also be available in the Club's business office for member review.
- C. **AMENDMENTS TO ARTICLES OF INCORPORATION.** Amendments to the Articles of Incorporation shall be proposed by the Board and approved by Club members in accordance with the voting procedures set forth in the Articles of Incorporation. Notice of proposed amendments to the Articles of Incorporation shall be provided to all Club members by regular mail or email, in accordance with applicable law, at least thirty (30) days prior to the Club's annual or special meeting where the proposed amendments shall be considered and voted upon. Voting by written proxy

submitted to the President, or the President's designee, in writing or by email shall be permitted.

- D. MINUTES AND REPORTS.** Copies of minutes of regular or special meetings of the membership and the Board shall be posted in a prominent place within the Club. The budget and financial operating reports shall be available to members to review on Club premises by appointment during regular business hours. Board minutes and a general financial report will also be available on the club website under the member log-in page.