

UNIVERSITY CITY RACQUET CLUB, INC.  
SAN DIEGO, CALIFORNIA  
**BYLAWS**

**ARTICLE I. CLUB ORGANIZATION**

SECTION 1. NAME

The organization shall be known as the "University City Racquet Club", hereafter referred to as the Club or UCRC. UCRC is a nonprofit mutual benefit corporation.

SECTION 2. PURPOSE

UCRC is committed to fostering and developing the game of tennis, especially in the University City community. UCRC will strive to integrate the needs of the local tennis community with those set forth by the United States Tennis Association (USTA). UCRC will encourage the development of promising players in the community and provide programs and a quality tennis environment for individuals of all ages. The Club will actively encourage competitive play with similar organizations and develop a variety of programs for its membership. Along with organized programs, UCRC will work to ensure a balance between the needs for court time dedicated to organized activities and public time for the membership and community at large. UCRC will work to ensure that everyone, members and public alike, experience UCRC as providing a quality tennis facility that everyone can be proud to support.

**ARTICLE II. MEMBERSHIP**

SECTION 1. CLASSES OF MEMBERSHIPS

The following is a listing of the various classes of memberships of the Club. All members are eligible for all privileges of the Club, except as otherwise noted.

- a) Adult: This class of membership is for individuals who are 18 years of age or older at any time during the calendar year.
- b) Couple: This class of membership includes two adult members (18 years of age or older) who live in the same household.
- c) Family: This class of membership includes the couple and up to two other members of the family under 18 years of age who normally reside in their household. Only the two adult members are eligible to vote or to hold office.
- d) Junior: This class of membership is for individuals who are under 18 years of age during the entire calendar year. Junior members may not hold office nor vote in elections.

SECTION 2. MEMBERSHIP CHANGES

With the approval of the UCRC Board of Directors in each instance:

An Adult or Junior membership may be changed to a Family Membership. However, payment of annual dues to cover the cost of a Family Membership for the entire year shall be required, unless payment is made after January 31, in which case dues will be prorated on a monthly basis.

A Family Membership may be changed to one or more Family, Adult, or Junior memberships. However, payment of annual dues to cover the cost of the new membership(s) for the entire

year must be made, unless payment is made after January 31, in which case dues will be prorated on a monthly basis.

### SECTION 3. ACCEPTANCE OF MEMBERS

Applications for memberships shall be submitted to clubhouse staff in-person or via email and shall be accompanied by the required dues.

### SECTION 4. MEMBERSHIP STATUS

Membership dues are due and payable before January 1 of each calendar year for the forthcoming year. Memberships not renewed by January 31 will not be guaranteed renewal and will be processed as new memberships. Dues paid after January 31 will be prorated on a monthly basis.

New Members shall pay full annual dues if they join before January 31; if a new member joins after January 31, dues will be prorated on a monthly basis.

### SECTION 5. SUSPENSION AND REVOCATION OF MEMBERSHIPS

Revocation of membership, other than the automatic revocation for nonpayment of dues, shall be effected only by a majority vote of the board. Such revocation action shall be only for cause and only after due notice and an opportunity for the member involved to be heard before a meeting of the board.

Suspension of membership shall be effected only by a majority action of the board and such action shall be only for cause. In the event of the suspension of a member, the suspension shall be effective immediately upon due notification of the member. Upon notification of the suspension, the member may request an appearance before the board to support a plea for reinstatement to full membership, or submit a written plea for reinstatement if unable, or unwilling to appear personally.

If a vacation of the suspension does not occur within two months, the suspension shall be considered as a permanent revocation of membership without further action by the board. When a suspension has been ordered, regardless of appeal action in progress, the suspension remains effective until vacation of the suspension, or the permanent revocation of membership has occurred.

The board may direct a suspension for a specified period of time. When this period has expired, the membership is automatically restored to full privileges to which otherwise entitled. In the event a suspension or revocation of membership occurs, membership dues previously paid shall not be refunded.

### SECTION 6. CAUSES FOR SUSPENSION OR REVOCATION OF MEMBERSHIP

A membership may be suspended or revoked for any of the following reasons:

- a) Failure to pay dues on time.
- b) A serious violation of a Club rule, or for repeated violation of any Club rules.
- c) Conduct reflecting unfavorably upon the Club or using the name or influence of the Club without proper authority or for any personal gain or advantage.
- d) Activities detrimental to the Club.

- e) Gross unsportsmanlike conduct, or gross disregard of the rights and privileges of other members of the Club.

#### SECTION 7. REINSTATEMENT OF A MEMBER

If a suspension or revocation of membership occurs, the previous member may be reinstated only by Board action. This reinstatement will be conditional upon payment of the appropriate dues.

### **ARTICLE III. DUES, FEES, ASSESSMENTS, EXPENDITURES, DEBTS**

#### SECTION 1. DUES, FEES AND ASSESSMENTS.

- a) The amount of dues and fees shall be as prescribed by the board from time to time.
- b) Annual membership dues are due to be paid before January 1.
- c) Fees separate from annual membership dues will be posted in the Clubhouse and/or listed on the website.
- d) Special Assessments shall be made only with the approval of a simple majority of the membership voting for such an assessment.

#### SECTION 2. EXPENDITURES

All monies received shall be used only for administrative expenditures, clubhouse & court maintenance purposes and activities related to improvements, including the building, or renovating, of a clubhouse or courts. No part of the dues, fees, or assessments of the Club shall be used for direct aid to any person or group, nor shall any member or non-member, directly or indirectly, profit from any transaction of the club unless it be shown that said profit is the result of fair and equitable bidding procedures as set by the board. Consideration may be given to the support of other non-profit organizations and causes.

#### SECTION 3. DEBTS.

- a) No member or committee shall have the power or the authority to raise funds in the name of the Club as dues or otherwise, except such power as specifically authorized by the board.
- b) Capital expenditures over \$5,000, except for maintenance purposes, shall be considered, discussed and approved by a majority vote of the Board of Directors. Indebtedness over \$3,000, except for maintenance purposes, must be submitted to the voting membership for an approval of a majority of the voting membership. The vote shall be conducted by a secure, online election service.

### **ARTICLE IV. BOARD OF DIRECTORS AND CLUB FUNCTIONS**

#### SECTION 1. COMPOSITION OF THE BOARD

The board shall consist of a minimum of seven members, who hold Family, Adult or Couple membership in the Club and shall include a President, Vice President, Secretary, Treasurer, and three non-officer Members-at-Large. The three non-officer positions shall be appointed by the elected officers each year. The Club Director shall be an ex-officio member, but will not be eligible to vote or hold office.

## SECTION 2. ELECTIONS.

- a) Officers on the board shall be elected biennially from among and by the membership. Members in good standing may nominate themselves or another member in good standing and should specify the position sought by emailing the board by October 15 of each year.
- b) The Vice President, or another designated board member, shall compile and email the list of nominees to all board members by October 20 of each year.
- c) The election shall be conducted using a secure, online election service during the month of November.
- d) Each adult member in good standing will have one vote for each office Likewise, each adult in a couple or family membership in good standing shall have one vote for each office.
- e) The Vice President, or another designated board member, will ensure the secure, online election service is utilized properly and fairly during the election and will share the results of the election with the other board members upon the conclusion of the election.
- f) Results of the election will be emailed to the membership and will also be posted on the bulletin board in the Clubhouse and/or posted on the Club website.

## SECTION 3. RECORDING ELECTION RESULTS.

- a) The Secretary shall enter the results of any election in the minutes and notify the newly elected members of the board that their office shall commence on January 1.
- b) There shall be a joint meeting of the current and newly elected Club Officers in December of each year that an election has taken place.

## SECTION 4. SPECIAL ELECTIONS.

- a) Special elections shall be held if requested by a written petition of at least 30% of the eligible voting membership of the Club. Such a petition may request either the recall of a particular board member or amendment of the bylaws.
- b) If a petition seeking board member recall or an amendment of the bylaws is received, the Vice President, or another designated board member, shall verify the signatures thereon, and if an adequate number appear, notify the President who shall call a special election. The election date is to be no earlier than 15 days and no later than 30 days from the date that the petition is officially submitted to the board.
- c) The special election shall be conducted using a secure, online election service.
- d) A majority vote of the votes cast will be required for a successful recall of a board member or for a change to any bylaw.

## SECTION 5. TERM OF OFFICE.

The term of office of each regularly elected officer shall run for two consecutive years from January 1 of year one through December 31 of year two of the two year term.

## SECTION 6. AUTHORITY OF THE BOARD.

The Board of Directors is responsible for the activities of the Club. This authority shall include, but not be limited to, jurisdiction over the following:

- a) The determination and collection of all dues, fees, and assessments. Any assessment of the membership must have the approval of the majority of the Club membership voting in

- a special or regular election of the membership.
- b) The expenditure of funds, notwithstanding Article III, Section 3, herein above.
- c) The use and management of Club facilities and equipment. The following activities are not allowed on the tennis courts, in the clubhouse, or anywhere on the UCRC premises:
  - a. Skateboarding
  - b. Bicycling
  - c. Pickleball
  - d. Rollerblading or roller skating
  - e. Soccer
  - f. Any and all activities other than tennis and tennis-related activities
- d) Suspension and revocation of memberships, including the issuance of written or verbal warnings to any member.
- e) Contracting and terminating the Club Director, Club Pros, Tennis Instructors, Clubhouse Manager and other personnel as may be required for the operation of the Club.
- f) Enter into consultations and negotiations with the City Council, City Park and Recreation authorities and any other regulatory agency.
- g) Negotiate with contractors, builders, architects and other authorities in the planning, construction, renovation and operation of the Clubhouse, courts and facilities.
- h) The board has the authority to pursue any lawful activity in furtherance of the purpose set forth in Article I, Section 2, herein above.

#### SECTION 7. BOARD MEMBER REMOVAL OR VACANCY.

- a) A board member may resign by the submission of an appropriate request in writing, via hardcopy or email, to the board.
- b) A board member shall be deemed to have resigned as a member if s/he fails to attend three consecutive meetings of the board without having communicated to the board, in advance, good cause for such absences.
- c) A director shall be subject to removal, with cause, at a meeting called for that purpose and by a majority vote of the existing members of the board.
- d) A vacancy on the board, or any office thereof, will be filled by appointment and by a majority vote of the existing members of the board. The appointee will fulfill the remaining term of office or until a successor has been elected.

### **ARTICLE V. CLUB OFFICERS**

#### SECTION 1. PRESIDENT

- a) The President shall preside at all meetings and preserve such decorum as will facilitate the business of the meeting. S/he may vote on all matters before the board for consideration.
- b) S/he shall enforce the provisions of the bylaws. S/he shall decide all questions of procedure with respect to board meetings, subject to being overruled by the affirmative vote of a majority of the other board members
- c) S/he shall appoint all committees or chairmanships not otherwise provided for in the bylaws.
- d) S/he shall call all special meetings of the board and of the membership where required by these bylaws to do so.
- e) With the approval of the majority of the board members, s/he shall appoint the regular

standing committees as hereinafter provided.

- f) S/he shall be the representative, if requested, at community meetings or at any other such forums. If s/he is not able to personally attend such a meeting, s/he may designate a representative to attend in lieu of personal appearance.

#### SECTION 2. VICE PRESIDENT.

- a) It is the duty of the Vice President to exercise all the functions of the office of the President during the absence or disability of the President. S/he shall perform such other duties as may, from time to time, be assigned by the President.
- b) The Vice President, or another designated board member, shall also oversee the election of new officers and present the slate to the other board members.

#### SECTION 3. SECRETARY

The Secretary shall be responsible for maintaining the files, giving notice of and keeping the minutes of the meetings. S/he shall perform such other duties as may, from time to time, be assigned by the President.

#### SECTION 4. TREASURER

- a) The Treasurer shall account for all club funds, including monies from the Pro Shop/Clubhouse and shall deposit all sums in a depository selected by him and approved by the board. S/he shall keep a true and accurate account of the financial condition of the Club.
- b) S/he shall co-sign with the President or Vice President all checks, drafts, notes and orders for the payment of monies as approved by the board. In the event, the Treasurer for any reason is unavailable to co-sign, the President and Vice President may co-sign and advise the Treasurer of such action.
- c) S/he shall submit and distribute a written report to all members of the board at each meeting summarizing the status of the Club's financial state including all income and disbursements made since the last board meeting. One copy of this report is to be posted at the Clubhouse and/or posted on the Club website. The report should also be distributed to the appropriate staff of the City of San Diego Parks and Recreation Department, upon their request.
- d) S/he shall serve with bond paid for by the club

### **ARTICLE VI. MEETINGS**

#### SECTION 1. TIME, PLACE AND MANNER.

- a) Board meetings shall be held no fewer than once per quarter on the first Wednesday in March, June, September, and December for the purpose of transacting such business as may come before the Board. Meetings can be held in-person or remotely via phone or video conferencing (Zoom, FaceTime, Google, Teams, etc.). A meeting announcement shall be posted at the Clubhouse and/or on the Club website not less than 10 nor more than 30 days prior to the day of such meeting.
- b) Special Board meetings may be called from time to time by the President and can be held in-person or via phone or video conferencing (Zoom, FaceTime, Google, Teams, etc.). A meeting announcement shall be delivered by mail or via email to each Board

member and also shall be posted at the Clubhouse and/or on the Club website not less than five, nor more than 30 days prior to the day of such meeting.

- c) Special Board meetings must be called by the President upon written request, including by email, of 30% of the board members. A meeting announcement shall be delivered by mail or via email to each Board member and also shall be posted at the Clubhouse and/or on the Club website not less than five, nor more than 30 days prior to the day of such meeting.

#### SECTION 2. ATTENDANCE.

- a) Any board member may invite any person to these meetings for the purpose of providing beneficial information to the board.
- b) Any member of the Club may attend these meetings, in person or remotely if the meeting is being conducted remotely, but may not vote and may not voice their opinion on any issue unless he is recognized by the chair.
- c) If desired, the President, or another board member conducting the meeting, may declare an executive session of the board, and at such a time only board members will be present, except that specified persons may be requested to be present.

#### SECTION 3. ORDER OF BUSINESS.

- a) Meeting called to order.
- b) Reading and approval of minutes of the previous meeting.
- c) Reports of Officers and Committees.
- d) Financial Reports.
- e) Old Business.
- f) New Business, including discussion and time for members to address the board.
- g) Adjournment.

#### SECTION 4. QUORUM.

A quorum for the transaction of business by the board shall be a majority of the board members. In the event that a majority of the board members are not present, no decisions affecting the expenditures of money are valid unless agreed upon by a unanimous vote. All actions of the board shall require the affirmative vote of a majority of the board members.

#### SECTION 5. RULES, MOTIONS AND VOTING.

- a) Robert's Rules of Order shall guide all regular and special meetings of the Club.
- b) The President may entertain a motion from any board member to bring a question to the floor. Motions and voting may occur in-person, via phone, or via video conferencing. Each of the board positions shall have one vote. There shall be no proxy voting. A majority vote of the board members is required to approve a motion.

#### SECTION 6. INFORMAL ACTION.

Any action required to be taken, or which may be taken, at a meeting may be taken without a meeting and without prior notice if a consent in writing, or via email, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

#### SECTION 7. CONTESTING BOARD DECISIONS.

A decision by the board may be contested by a petition signed by at least 30% of the members. On receipt of such a petition, the board will meet in special session at the earliest practical time to reconsider the issue(s) raised by the petition. If the board believes that the original decision was not fully justified, it may amend its previous decision by adopting an appropriate motion; otherwise, the original decision will stand as passed.

#### SECTION 8. AUDIT.

If desired by the Board or requested by a petition signed by at least 30% of the members, a special audit of the books and records relating to all finances shall be conducted.

#### SECTION 9. FILES AND RECORDS.

The Club bylaws, meeting minutes and annual financial and other pertinent documents files and records shall be made available, upon approval of the board, to any member desiring to see them at a time convenient to an elected officer of the board, but within a reasonable time. Minutes and financial records shall be kept for at least five years.

#### SECTION 10. SPECIAL SESSIONS.

A special membership meeting shall also be called at the request of the board or upon written request of 30% of the members. If practical, this meeting shall be held within 30 days thereafter; the date, time, place or manner and issues to be discussed being announced in writing 15 days in advance of the meeting. Only those issues announced will be brought up for discussion.

### **ARTICLE VII. COMMITTEES**

#### SECTION 1. DESIGNATED COMMITTEES

- a) The Club may have one or more Standing or Ad Hoc Committees as deemed necessary by the board.
- b) Each committee shall consist of a Chairperson and other members as may be deemed advisable. Committees should be appointed on a calendar year, or Ad Hoc basis as desired by the board.

### **ARTICLE VIII. MISCELLANEOUS**

#### SECTION 1. AMENDMENTS TO BYLAWS

- a) These bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members via email prior to the meeting where amendments are voted on.
- b) Amendments may be originated by the board or by any club member who submits their proposal to the board endorsed by at least 30% of the members.

#### SECTION 2. GENDER

Any reference in these bylaws to gender shall be non-binary.

#### SECTION 3. INDEMNIFICATION

Any officer or director who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the



fullest extent authorized by law as it now exists or may subsequently be amended (but in the case of any such amendment, only to the extent such amendment permits the organization to provide broader indemnification rights).

**SECTION 4. DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than 2/3 vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization(s), organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar nature to this organization, as determined by the Board of Directors.

**CERTIFICATION**

Kelly Jernigan, President of UNIVERSITY CITY RACQUET CLUB, INC., and

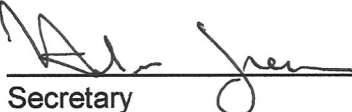
Helen Green, Secretary of UNIVERSITY CITY RACQUET CLUB, INC., certify

that the foregoing is a true and correct copy of the bylaws of the above-named organization,

duly adopted by the Board of Directors on 1/27/2022.

  
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President

Date: 1-29-2022

  
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Secretary

Date: 1-29-2022