

UNIVERSITY CITY RACQUET CLUB, INC.
(A NONPROFIT CALIFORNIA CORPORATION)
BYLAWS

ARTICLE I - NAME, OFFICE, AND PURPOSE

SECTION 1.1 NAME

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

SECTION 1.2 PRINCIPAL OFFICE

The principal office of the Club for the transaction of its business is located at 3585 Governor Drive in the City and County of San Diego.

SECTION 1.3 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 a quality tennis facility that everyone can be proud to support.

ARTICLE II - MEMBERSHIPS AND MEMBERS

SECTION 2.1 CLASSES OF MEMBERSHIPS

The following is a list with definitions of the various classes of memberships and members of the Club. The age of a member at the time of payment of the membership dues determines which class of membership applies. All members are eligible for all privileges of the Club, except as otherwise noted. As used below, "vote" pertains to Club matters and "hold office" pertains to Club Board of Directors. Members must be 18 years of age or older to vote or serve on the Board.

- A. Adult: This class of membership is for individuals who are 18-64 years of age or older. Adult memberships are entitled to one vote.
- B. Couple: This class of membership is for two adult members aged 18-64 years old and married or in a domestic partnership living in the same household. Couple memberships are entitled to two votes.
- C. Family: This class of membership includes the couple and dependent children under age 18. This class also includes a dependent child under the age of 24 if the child is enrolled

as a full-time student at a school for any five calendar months during the calendar year (as defined by IRS guidelines). Family memberships do not include in-laws, cousins, etc., who may also reside at the same household. Family memberships are entitled to two votes by adults comprising the couple in a family membership.

- D. Senior Memberships. This class of membership is for individuals who are 65 years of age or older. Senior memberships are entitled to one vote.
- E. Senior Couple: This class of membership is for two adult members 65 years of age or older who live in the same household and are married or in a domestic partnership living in the same household. Senior Couple memberships are entitled to two votes.
- F. Junior: This class of membership is for individuals who are under 18 years of age. Junior members may not hold office nor vote in elections.
- G. Special Memberships. The Board may determine a special membership category as needed to address the needs of the Club. These categories may be set by the Board through a Board vote and/or Standing Rule.

SECTION 2.2 DEFINITIONS

Definitions, in addition to those contained in the above section, are set forth below. Age refers to the age as of the join date or anniversary date.

- A. Absolute Majority: when voting, absolute majority refers to more than half of the entire Board of Directors, regardless of whether some Board members abstain or are absent.
- B. Adult: A person who is 18-64 years old.
- C. Board: Board of Directors of the University City Racquet Club.
- D. Club: University City Racquet Club, a California nonprofit corporation.
- E. City: As the context requires, the term "City" refers to the City of San Diego, the City Manager or the Director (or designee) of the Department of Parks and Recreation.
- F. Guest: Anyone who is accompanied by a member is granted the use of the Club facilities subject to the payment of a required guest fee in the amount as specified by the Board, and further subject to such rules as prescribed by the Board for regular court use.
- G. Former member: A member whose dues are more than 30 days in arrears.
- H. In Writing: Includes electronic mail.
- I. Junior: A person who is not yet 18 years old.
- J. Members: Those persons qualified as Class "A" through "G" in Section 2.1.
- K. Nonmember: Anyone, other than a member, who is granted the use of the Club facilities subject to the payment of a required fee in the amount as specified by the Board, further subject to such rules as prescribed by the Board for regular court use.
- L. Officers: The President, Vice President, Treasurer, and Secretary of the Club.
- M. Plurality: when voting, plurality means that the proposal or candidate with the most votes is deemed approved, regardless of whether a majority is reached.
- N. Senior: A person who is 65 years of age or older.
- O. Simple Majority: when voting, simple majority refers to more than half of the votes cast or Directors present.
- P. Supermajority: when voting, supermajority refers to any threshold that is set at higher than a majority of the entire Board of Directors regardless of whether some Board members abstain or are absent; for example two-thirds (67%), or three-quarters (75%).

SECTION 2.3 ACCEPTANCE OF MEMBERS

Applications for memberships shall be submitted online via CourtReserve and shall be accompanied by the required initiation fee, annual or monthly dues and signed waiver. The Club Manager, or designee, shall confirm the proper membership class of the applicant.

Any question the applicant(s) or Club Manager, or designee, might have in regard to an applicant's membership class that is not clearly answered by the Bylaws will be referred to the Board. Any such question requiring a decision by the Board will be decided by an absolute majority vote of the Board.

The University City Racquet Club does not discriminate against any person on the basis of race, religion, color, gender, sexual orientation, age, national origin, disability, veterans status or any other status or condition protected by law.

SECTION 2.4 MEMBERSHIP CHANGES

When in accordance with Club Bylaws regarding acceptance of members, the following membership changes may be effected:

- A. An Adult or Junior Membership may be changed to a Family Membership, with a renewal date that will be the same as that of the original membership, by payment of additional dues amounting to the difference in cost of the original and new membership classes and prorated to the renewal date.
- B. A Family Membership may be changed to one or more Family, Adult or Junior Memberships, with a renewal date that will be the same as that of the original membership, by payment of additional dues amounting to the difference in cost of the original and new membership(s) and prorated to the renewal date. There will be no refunding of any amount of membership fees should the new membership(s) cost less than the original membership.

SECTION 2.5 MEMBERSHIP RENEWALS AND DELINQUENCY

Membership renewals must be paid no later than 30 days after the renewal date in order to avoid being dropped from the membership roster. After the 30 day grace period, the delinquent member will be subject to initiation fees and new member policies as determined by the Board of Directors. If there is a current waiting list, the late member(s) will be moved to the bottom of the membership waiting list if they wish to reinstate their membership.

SECTION 2.6 SUSPENSION AND REVOCATION OF MEMBERSHIPS

- A. Revocation of membership, other than the automatic revocation for nonpayment of dues, shall be effected only by an absolute majority vote of the Board. Such revocation action shall be only for cause and only after a written notice has been sent and an opportunity has passed for the member involved to be heard before a meeting of the Board.

- B. Suspension of membership shall be effected only by an absolute majority vote 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.
 - a. 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.
 - b. 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.
 - c. 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.
- C. In the event a suspension or revocation of membership occurs, membership dues previously paid shall not be refunded.

SECTION 2.7 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 2.8 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.

SECTION 2.9 TRANSFERABILITY OF MEMBERSHIP

All classes of memberships in the Club are not transferable. (See Section 2.4 for changes in membership type.)

ARTICLE III - DUES, FEES, ASSESSMENTS, EXPENDITURES, DEBTS

SECTION 3.1 DUES, FEES AND SPECIAL ASSESSMENTS.

- A. The amount of dues and fees shall be determined by the Board.
- B. Membership dues are due to be paid at the time the membership application is submitted. Annual membership renewal dues are due to be paid by the same date the member joined the club. Monthly membership renewal dues are due to be paid every

month no later than the same day of the month that the member originally joined the club.

- C. Special Assessments shall be made only with the approval of a simple majority of the votes cast by the membership for such an assessment.

SECTION 3.2 EXPENDITURES

- A. General: All monies received by the Club shall be used to administer, maintain and improve the tennis facilities under the control of the Club. No part of the dues, fees, or assessments of the Club shall be used for direct benefit of any person or group. Nor shall they be used to promote any commercial endeavor, except as hereinafter stated.
 - a. Tournament revenues may go toward specific projects if specified on the tournament entry form.
 - b. Social activity revenue may be set aside for social events (e. g., barbecues, league refreshments and entry fees).
 - c. Consideration may be given to the support of other nonprofit organizations and causes.
- B. Annual Budget: An annual budget will be approved by an absolute majority vote of the Board at the beginning of the fiscal year. Fiscal year runs from January 1 through December 31.
- C. Expenditures by the Club must be within the budget. The Board must approve any change in the budget with an absolute majority vote. Expenditures in excess of budgeted amounts must be approved by an absolute majority vote of the Board on a case-by-case basis. Additionally, any expenditure over \$5,000 shall be considered, discussed and approved by an absolute majority vote of the Board.
- D. Expenditures Authority: No member or committee shall have the express or implied authority or power to commit the Club to any expenditure or liability without prior absolute majority approval of the Board.

SECTION 3.3 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 as specifically authorized by an absolute majority of the Board. No member or committee shall be empowered to commit the Association to any indebtedness without prior supermajority approval of at least two-thirds (67%) of the Board prior to incurring the indebtedness.

SECTION 3.4 NON-LIABILITY OF MEMBERS, DIRECTORS, AND OFFICERS

No Club member, Board member, Director, or Officer of this Club shall be personally liable for the debts, liabilities or obligations of the Club.

ARTICLE IV - BOARD OF DIRECTORS, ELECTIONS, AND BOARD MEETINGS

SECTION 4.1 COMPOSITION OF THE BOARD OF DIRECTORS

- A. The Board shall consist of members of the club who hold voting privileges in the club as defined in Section 2.1 and who have been elected to serve on the Board by the club

membership, except in the case of a vacant Board member position needing to be filled midterm, in which case the vacant position can be filled through a vote of the club membership OR through direct appointment by the Board as described in Section 4.3. No person who is receiving wages, a salary, or a stipend from the club shall serve on the Board while in such a status (refer to Article VIII - Conflict of Interest).

- B. The Board shall consist of up to nine members. These members shall hold the following positions: President, Vice- President, Treasurer, Secretary, and up to five Members-at-Large. The Members-at-Large shall perform such duties as determined by the President or the Board.

SECTION 4.2 AUTHORITY OF THE BOARD

The Board of Directors is responsible for the activities of the Club. The Board will use Robert's Rules of Order as its parliamentary guideline. The Board's authority shall include, but not be limited to, jurisdiction over the following:

- A. Election of Officers of the Club.
- B. The determination and collection of all dues, fees, and assessments. Any assessment of the membership must have the approval of the simple majority of the Club membership voting in a special or regular election.
- C. The expenditure of funds, notwithstanding Article III, Section 3, herein above.
- D. The use and management of Club facilities and equipment as described in these Bylaws, in the Standing Rules, and in any other policies and procedures approved by at least an absolute majority of the Board.
 - a. The following activities are not allowed on the tennis courts, in the clubhouse, or anywhere on the UCRC premises:
 - i. Skateboarding
 - ii. Bicycling
 - iii. Pickleball
 - iv. Rollerblading or roller skating
 - v. Soccer, including soccer tennis
 - vi. Any and all activities other than tennis and tennis-related activities
- E. Revocation or suspension of memberships by at least an absolute majority of the Board.
- F. The issuance of written or verbal sanctions to any Club member or Board member as described in these Bylaws, in the Standing Rules, and in any other policies and procedures approved by at least an absolute majority of the Board. Sanctions can include, but are not limited to, the following:
 - a. Verbal admonishment
 - b. Letter of reprimand
 - c. Suspension of court reservation privileges
 - d. Formal motion of censure
 - e. Removal from external or internal committees
 - f. Being directed to leave the meeting at which the behavior occurs
 - g. Removal from the board
- G. Revision of the Bylaws, Standing Rules, or any other policy or procedure, as needed.

- H. The board has the authority to pursue any lawful activity in furtherance of the purpose set forth in Article I, Section 1.2, herein above.

SECTION 4.3 ELECTIONS

- A. Board members shall be elected annually from among and by the voting membership. The election of Board members shall be staggered, so that approximately half are elected one year and approximately half the following year.
- B. Members in good standing may nominate themselves or another member in good standing by emailing the board by October 15 of each year. The Election Committee Chair shall email the membership by October 1 of each year to highlight the deadline for nominations.
- C. The Election Committee Chair shall compile and email the list of nominees to all board members by October 20 of each year.
- D. The election shall be conducted using a secure online election service, such as Election Runner or a similar service, during the month of November with a voting period to last a minimum of 5 days and up to 10 days if the election occurs over a weekend and/or holiday. The Election Committee Chair shall oversee the election; the Election Committee Chair shall contact each nominee via email with at least five (5) days' notice for each nominee to submit an optional candidate statement/bio and photo prior to the start of the election.
- E. The ballot shall specify the number of Board members to be elected; that number is henceforth referred to as "N". Each voter shall have "N" votes, but may give no more than one vote to each candidate. In the event of a tie for the final place(s) on the Board, the current Board shall break the tie by an absolute majority vote.
- F. The "N" candidates who receive the highest number of votes shall be elected to the Board.
- G. The Election Committee Chair shall ensure the secure, online election service is utilized properly and fairly during the election and shall share the results of the election via email with the other Board members and the nominees within two (2) days of the conclusion of the election.
- H. The Election Committee Chair will email the results of the election to the membership and the results will also be posted on the bulletin board in the Clubhouse and/or posted on the Club website within five (5) days of the conclusion of the election.
- I. When a Board position is vacated midterm, the Board will decide by absolute majority vote whether the position will be filled (1) directly through appointment by the Board or (2) by the voting general membership in a special election (as detailed in Section 4.4). If the Board decides on option 1, the Board will appoint the new Board member from the general voting membership by a supermajority vote of two-thirds (67%) or more of the Board.

SECTION 4.4 SPECIAL ELECTIONS AND PROCEDURE

- A. Filling Board Positions Vacated Midterm: if the Board so decides (see Section 4.3 I), a special election will be held to elect a new Board member to fill a position vacated midterm. Candidates will be from new nominees. The Election Committee Chair shall

create a timeline for the election and communicate it to the other Board members in a timely manner.

- a. The Election Committee Chair shall email the membership to announce a 5-10 day period for nominations to be sent to the Board via email. A notice shall also be posted at the clubhouse or on the club website.
 - b. Members in good standing may nominate themselves or another member in good standing by emailing the board by the specified deadline.
- B. Recall Election: A recall election shall be held if requested by a written petition of at least 25 percent of the voting membership of the Club. Upon establishment of a quorum for voting general membership, as defined in Section 4.8, a simple majority of the members voting will be required for a successful recall of a Board member. If such a petition is received, the Secretary shall verify the signatures thereon and if an adequate number appears, notify the President who shall call a special election, such election date to be no later than 60 days, nor earlier than 30 days, from the date the petition is officially submitted to the Board.
- C. Other Special Elections shall be held when a vote of the general membership is required.
- D. Any special election shall be conducted by the Election Committee Chair using a secure online election service. The election shall be held according to the same or similar procedures and timeline as a regular election.

SECTION 4.5 RECORDING ELECTION RESULTS

- A. The Secretary shall enter the results of any election in the minutes of the next Board meeting and notify the newly elected members of the board.
- B. There shall be a joint meeting of the current and newly elected Board Members in December of each year after the election has taken place. The Secretary shall email the newly elected Board members to request each one attend the December board meeting.

SECTION 4.6 TERM OF OFFICE

- A. The term of office of each regularly-elected Board member shall be two years or until their successor is elected by the voting membership.
- B. New regularly-elected Board members shall take office at the December regular meeting of the Board following the November election.
- C. The Board of Directors will elect its Officers and other positions each year after the November election at the December regular meeting.
- D. Any specially-elected Board member will take office at the next meeting of the Board and shall complete the original Board member's term of office.

SECTION 4.7 BOARD MEMBER RESIGNATION, ABSENCES, AND REMOVAL

- A. A Board member may resign by submission of a written resignation to the Board.
- B. A Board member may be deemed to have resigned if the Board member, without having communicated good cause to the Board in advance for such absence, has three (3) unexcused absences in a year.

- C. Board member removal: the body that selected the member for the Board is the body that has the right to remove him or her.
 - a. A Board member elected by the voting membership may be removed through a recall election by a simple majority vote of the votes cast; see Section 4.4.F for further information.
 - b. A Board member appointed midterm by the Board may be removed by a two-thirds vote when in the view of the Board the organization is best served by the removal.
- D. In the event of a Board member resignation, the position will be filled as detailed in Section 4.3 I.
- E. If the Board member resigning or being replaced is an Officer on the Board, the Board will select a successor by absolute majority to the vacant Officer position.

SECTION 4.8 BOARD MEETINGS AND QUORUMS

- A. All meetings shall be held at a place within the City of San Diego as designated by the Board and posted on the bulletin board at the clubhouse and on the club website.
- B. Regular Meetings shall be held at least quarterly at such time and place as may be designated by the Board and shall be open to the public. The date and place for the subsequent meeting normally shall be announced at the conclusion of each meeting.
- C. Special Meetings of the Board may be called by the President or, if the President is absent or unable or refuses to act, by any two Board members; such meetings shall be held at the place, within the City of San Diego, designated by the person or persons calling the meeting.
- D. Special Meetings must be called by the President upon written request by 30% of the Board members. A meeting announcement shall be delivered in writing to each Board member and also shall be posted at the Clubhouse and/or on the Club website not less than five (5) days prior to the day of such meeting.
- E. A Special General Membership Meeting shall be called at the written request of 30 voting members or 10 percent of the voting membership, whichever is less or by a supermajority of two-thirds (67%) of the Board members. This meeting shall be held no later than 30 days thereafter. The date, time, place, and issues to be discussed shall be announced in writing to all members 15 days in advance of the meeting. Only those issues so announced shall be discussed or acted upon.
 - a. The quorum for the voting general membership is 10 percent of the voting membership of the Club or 30 voting members, whichever is less.
- F. The Secretary or Club Manager shall post notice of the time, place, and date of all Board meetings at the clubhouse and on the club website not less than 10 days prior to the date of each Regular Meeting and not less than five (5) days prior to the date of each Special Meeting. Meetings can be held in-person or remotely via phone or video conferencing (Zoom, FaceTime, Google Meet, Microsoft Teams, etc.).
- G. A quorum for the transaction of business by the Board shall be an absolute majority of Board members. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not

present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

- H. All meetings of the Board will be guided by Robert's Rules of Order, as such rules may be revised, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.
- I. Board meetings shall be presided over by the President or in his absence, in order listed, by the Vice President or in the absence of both, by a Board member appointed by the President or by a Board member chosen by a majority of the Board members present.
 - a. The presiding Officer or Board member shall determine the order of business for the meeting.
 - b. The Secretary shall take minutes of the proceedings; in case the Secretary is absent from any meeting of the Board, the presiding Officer shall appoint any Board member to act as Secretary for the meeting.
- J. Regular and Special Meetings of the Board shall be open to all club members, but not to include closed sessions. Members shall be given the right to address the Board at each Regular or Special meeting. The presiding Officer shall determine the appropriate manner in which members are recognized and may impose a set time limit for each Club member to address the Board.
- K. The Board may meet in closed session during regular or special meetings. The Board also may meet solely for the purpose of holding a closed session. The Board may invite any guests deemed necessary to provide information for discussion of topics during a closed session. Any decisions made or motions passed should be documented in the minutes for that closed session.

SECTION 4.9 STANDING RULES

The Board by a supermajority vote of at least two-thirds (67%) of the members of the Board may establish, change or revise the Standing Rules of the Club. Standing Rules may be used to define the current policies and procedures decided upon by the Board. Standing Rules shall remain in effect until revoked or changed by the Board.

SECTION 4.10 WRITTEN CONSENT

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if an absolute majority of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be noted in the minutes of the next scheduled meeting of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the entire Board without a meeting and that the Bylaws of this Club authorize the Board members to so act and such statement shall be prima facie evidence of such authority.

SECTION 4.11 ACTS AND DECISIONS

Every act, or decision made, by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the entire Board, unless the law, the Articles of Incorporation of this Club, or these Bylaws require a greater number.

ARTICLE V - OFFICERS OF THE BOARD

SECTION 5.1 NUMBER AND TITLES

This Board shall have four (4) Officers: a President, a Vice President, a Treasurer, and a Secretary.

SECTION 5.2 QUALIFICATION, ELECTION, RELINQUISHMENT AND REMOVAL

- A. Officers of the Board shall be elected annually by the Board from among the Board members at its December regular meeting following the annual election of the Board.
- B. Each Officer position shall be elected by an absolute majority vote of the Board with each Board member having one vote per Office.
- C. A Board member may relinquish an Officer position by submitting their desire in writing or via discussion at a regular board meeting.
- D. An Officer may be removed from their Office by an absolute majority vote of the Board, but such removal is only for serving in the specific Office.
- E. Vacancies shall be filled by current Board members by absolute majority vote of the Board as in Section B.

SECTION 5.3 DUTIES OF THE PRESIDENT

- A. The President shall perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed by the Board. The President shall represent the Club with the City of San Diego Parks and Recreation Department, San Diego District Tennis Association, Greater San Diego City Tennis Council, Standley Community Recreation Group, University Community Planning Group, and the University City Community Association and any other public entities relative to UCRC. If the President is unable to attend meetings of the above groups, s/he may designate a representative to attend in his stead.
- B. The President shall preside at all meetings and preserve such decorum as will facilitate the business of the meeting, following the parliamentary procedures listed in Robert's Rules of Order as guidelines. S/he may vote on all matters before the board for consideration, but should cast his/her vote last, so as to abstain from voting if it would cause a tie in a particular matter.
- C. S/he shall enforce the provisions of the bylaws.
- D. S/he shall appoint all committees or chairmanships not otherwise provided for in the Bylaws.
- E. S/he shall call all special meetings of the board and of the membership where required by these Bylaws to do so.
- 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 5.4 DUTIES OF THE VICE PRESIDENT

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall supervise and oversee the operations of the Club's office and administration. S/he shall perform such other duties as may, from time to time, be assigned by the President.

SECTION 5.5 DUTIES OF THE TREASURER

The Treasurer shall have charge and custody of all funds of the Club, shall deposit or oversee deposit of such funds as required by the Board; shall keep and maintain adequate and correct accounts of the Club's properties and business transactions; shall render reports and accountings to the Board and to the members as required by the Board or members, and shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be assigned by the President or the Board.

SECTION 5.6 DUTIES OF THE SECRETARY

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes of all Board regular and special meetings, overseeing sending out meeting announcements and agendas, distributing copies of minutes to each Board member and assuring that corporate records are maintained; as such, the Secretary shall keep the online Google Drive organized with past meeting minutes and templates for the minutes and agenda; and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned by the President or the Board. Original signed minutes shall be kept on file in the Google Drive of the Club as specified in Section 9.1 and posted on the Club Website.

ARTICLE VI - COMMITTEES

SECTION 6.1 APPOINTMENT OF COMMITTEES FOR SPECIFIC PURPOSES

The Board, by a supermajority vote of at least two-thirds (67%), may designate Standing or Ad Hoc committees for specific purposes. The designation of the committee shall state its purposes and shall provide for the appointment of its chairperson and members. The Board may also designate a Task Force or Advisory Council to accomplish specific goals or tasks best served by those types of groups. The Board can dissolve any committee by at least a two-thirds (67%) vote. Standing committees should be listed in the Bylaws; Ad Hoc committees should be listed in the Standing Rules.

A. FINANCE and RISK MANAGEMENT COMMITTEE

The Treasurer is the chair of the Finance and Risk Management Committee. Additional Board or Club members can serve on the Finance and Risk Management Committee. The Finance and Risk Management Committee is responsible for developing and reviewing fiscal procedures, including an annual budget with staff and other Board members. Quarterly reports are required to be submitted to the Board showing an updated budget, income, expenditures, pending income and expected future expenses. The Finance and Risk Management Committee is also responsible for ensuring all

insurance policies are kept current and meet the requirements of the Special Use Permit and the needs of the Club.

B. ELECTIONS COMMITTEE

The President shall appoint a Club Member as the chair of the Elections Committee who will not be on the ballot for the upcoming election. Additional Club members can serve on the Elections Committee. The Elections Committee is responsible for coordinating and overseeing all elections, as detailed in Sections 4.3 and 4.4.

C. BYLAWS and STANDING RULES COMMITTEE

The Secretary is the chair of the Bylaws and Standing Rules Committee. Additional Club members can serve on the Bylaws and Standing Rules Committee. The Bylaws and Standing Rules Committee Chair is responsible for compiling any suggestions or needs for amending the bylaws, standing rules, or any other procedural documents of the Club. The Bylaws and Standing Rules Committee shall convene at least annually in order to draft any language needed or suggested for any Club documents; the chair shall be responsible for presenting the suggested amendments to the Board.

D. SOCIAL COMMITTEE

The President or the Board by majority will appoint an interested and willing Club Member as the chair of the Social Committee; additional Club members can serve on the Social Committee. The Social Committee is responsible for developing tennis events with a social component, including mixers, round robins, recreational tournaments, ladders, etc., as well as other social events, to engage the membership throughout the year with some events also open to non-members.

E. TOURNAMENT COMMITTEE

The Director of Tennis or the Club Manager will serve as the co-chair of the Tournament Committee and the President or the Board by majority will appoint an interested and willing Club Member as the co-chair. Additional Club members can serve on the Tournament Committee. The Tournament Committee is responsible for hosting at least one USTA-sanctioned tournament per year. The Tournament Committee is encouraged and will be supported by the Board in hosting additional tournaments.

F. FACILITIES COMMITTEE

The Club Manager will serve as the co-chair of the Facilities Committee and the President or the Board by majority will appoint an interested and willing Club Member as the co-chair. Additional Club members can serve on the Facilities Committee. The Facilities Committee is responsible for coordinating and overseeing maintenance and improvements of the facilities managed by the Club. The Facilities Committee co-chair who is a Club member shall report to the Board at each regular meeting, or more frequently, as needed, on the state of the facilities and any needed repairs; s/he will maintain the online spreadsheet listing facility status, past repairs, etc., titled "UCRC Facilities" in the Board's online Google Drive.

ARTICLE VII - CONFLICT OF INTEREST POLICY

SECTION 7.1 GENERAL PROVISIONS

- A. It is in the best interest of the University City Racquet Club (hereinafter "UCRC") to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. Volunteers must maintain high standards of honesty, integrity, and impartiality in the performance of their volunteer duties.
- B. This conflict of interest policy is designed to help directors, officers, committee members, and volunteers of the UCRC identify situations that present potential conflicts of interest and to provide UCRC with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in UCRC operations.
- C. It is the duty of each Volunteer to become familiar with, and abide by, all rules and regulations of the UCRC, including, but not limited to, this Conflict of Interest and Disclosure Policy (hereinafter "Policy").

SECTION 7.2 CONFLICT OF INTEREST DEFINED

- A. In this Policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, or other volunteer, including a board member or committee member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with UCRC for goods or services.
 - b. A director, officer, or other volunteer (or a family member of any of the foregoing) has a material financial interest in a transaction between UCRC and an entity in which the director, officer, or other volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, or other volunteer (or a family member of the foregoing) competing with UCRC in the rendering of services or in any other contract with a third party.
 - d. A director, officer, or other volunteer (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with UCRC.
 - e. Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.
 - f. Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance

of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of UCRC.

SECTION 7.3 DEFINITIONS

- A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
 - a. "Volunteer" refers to a Person that donates time and/or services to UCRC. A person continues to be a Volunteer even when they are reimbursed for costs and expenses incurred in providing the volunteer time and/or services.
 - b. An "Interested Person" is any person serving as a director, officer, or member of the Board of Directors of UCRC or a committee member or major donor to UCRC or anyone else who is in a position of control over UCRC who has a personal interest that is in conflict with the interests of UCRC.
 - c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
 - d. A "Material Financial interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
 - e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to UCRC is not a Contract or Transaction.

SECTION 7.4 PROCEDURES

- A. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a Conflict of Interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- E. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- F. Interested Persons who are not members of the Board of Directors of UCRC, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to an Officer or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect UCRC's participation in such Contract or Transaction.
- G. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to an Officer or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.
- H. Confidentiality: each director, officer, and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts, which might be adverse to the interests of UCRC. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of UCRC for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

SECTION 7.5 CONFLICT OF INTEREST DISCLOSURE FORM

- A. Each of the following Volunteers must sign and submit a Conflict of Interest Disclosure Form annually at the December regular Board meeting, certifying review and compliance with this Policy and other policies and procedures adopted by the UCRC:
 - a. All members of the Board of Directors; and
 - b. All Chairs; and
 - c. All other Standing or Ad Hoc committee members; and
 - d. All Task Force members; and
 - e. All Advisory Council members.

ARTICLE VIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 8.1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws. may by resolution authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or

authority to bind the Club by any contract or engagement; or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

SECTION 8.2 SIGNING OF CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, as provided in Section 8.1 or as otherwise required by law, checks, drafts promissory notes, orders for the payment of money and other evidences of indebtedness of the Club shall be signed by the Treasurer and countersigned by the President or any, Corporation Officer or agent so designated by the Board. If the Treasurer and/or the President are unable to sign the above-named checks, notes, etc., on a timely basis, the Vice President and/or the Secretary shall have signature authority.

SECTION 8.3 DEPOSITS

All funds of the Club shall be deposited in the Club account(s) in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX - CORPORATE RECORDS

SECTION 9.1 STORAGE OF DOCUMENTS

The Club shall keep a digital repository of all documents pertaining to the Club's operations and administration, utilizing a cloud-based storage solution, such as Box, Google Drive, Microsoft SharePoint Online, Adobe Document Cloud, etc. The digital repository should be maintained and updated regularly by the Secretary or another designated Board member or staff member.

A consistent naming system shall be used for all Club documents, as follows:

Use the naming convention of: TITLE_DATE_AUTHOR.

An example: StandingRules_20231130_MSmith

All volunteers and staff shall follow the naming convention, so as to make retrieval of documents straightforward and efficient for present and future volunteers and staff.

SECTION 9.2 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.

ARTICLE X - MISCELLANEOUS

SECTION 10.1 AMENDMENTS TO BYLAWS

- A. These bylaws may be amended, altered, or repealed by the Board of Directors by a supermajority of at least two-thirds (67%) of the Board at any regular or special meeting or during any closed session. The text of the proposed change(s) shall be distributed to all board members via email prior to the meeting where amendments are voted on. The bylaws or amendments thereof, shall become effective immediately on their adoption unless provided otherwise.

- B. Amendments may be originated by the board or by any club member who submits their proposal to the board endorsed by at least 10% of the voting members.

SECTION 10.2 GENDER

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

SECTION 10.3 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 10.4 DISSOLUTION

The organization may be dissolved only with a supermajority vote authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (67%) 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


Daniel Gant, President of UNIVERSITY CITY RACQUET CLUB, INC., and

David Livingston, 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 December 3, 2023.

 DANIEL GANT Date: 12/6/2023
President

 DAVID LIVINGSTON Date: 12/6/2023
Secretary

References used during December 2023 Bylaws amendments

Books

Robert's Rules of Orders Newly Revised In Brief - published 2004

Online Sources

The Nonprofits' Guide to Managing Documents in the Cloud - February 20, 2019

<https://philanthropynewsdigest.org/features/techsoup-pnd/the-nonprofits-guide-to-managing-documents-in-the-cloud>

How does simple majority voting differ from other types of Board voting? - August 25, 2021

<https://www.se4nonprofits.com/blog/qa-74-how-does-simple-majority-voting-differ-from-other-types-of-board-voting>

Nonprofit Bylaws - What to Include and What to Leave Out - February 7, 2022

<https://charitylawyerblog.com/2022/02/07/nonprofit-bylaws/#committees>

15 Steps to Building Better Nonprofit Bylaws - July 22, 2019

<https://charitylawyerblog.com/2019/07/22/15-steps-to-building-better-nonprofit-bylaws/>

Four Ways to Remove a Board Member - May 16, 2011

<https://blueavocado.org/board-of-directors/four-ways-to-remove-a-board-member/>

California Law Regarding Nonprofit Board of Directors - July 21, 2017

<https://legalbeagle.com/12717077-california-law-regarding-nonprofit-board-of-directors.html>

Executive Session in Nonprofit Board Meetings - April 7, 2020

<https://jurassicparliament.com/executive-session-in-roberts-rules/>

Sanctioning Rogue Board Members - July 19, 2019

<https://jurassicparliament.com/roberts-rules-sanction/>

The Board Booted Me Out - But Can They? (Removing a Board Member) - July 10, 2018

<https://jurassicparliament.com/removing-a-director/>

The Basics of Board Committee Structure - April 29, 2020

https://www.asaecenter.org/resources/articles/an_plus/2015/december/the-basics-of-board-committee-structure

Nonprofit Board Committees In A Modern Nonprofit - July 11, 2022

<https://thecharitycfo.com/nonprofit-board-committees-in-a-modern-nonprofit/>

Pacific Beach Tennis Club Membership Disciplinary and Appeal Procedure

<https://docs.google.com/document/d/1sFZ-0xk0CoOGN2-UexVHtUcVMHVCoYaD/edit>

Pacific Beach Tennis Club Standing Rules

<https://www.pbtennis.com/rules>

Other Documents Referenced from PDF copies

Pacific Beach Tennis Club Bylaws - December 13, 2021

Rancho Penasquitos Tennis Center Bylaws - Revised May 2012

Rancho Penasquitos Tennis Center Standing Rules - Amended February 26, 2023

Rancho Penasquitos Tennis Center Conflict of Interest Policy - May 21, 2012

Rancho Penasquitos Tennis Center Conflict of Interest Disclosure Form

Rancho Penasquitos Tennis Center Tax Exempt Application - August 6, 2012

San Diego District Tennis Association Conflict of Interest and Disclosure Policy - December 1, 2012