

# *By-Laws*

## *Charles River Tennis Club, Inc.*



*Revised November 14, 2020*

**BY-LAWS  
OF  
CHARLES RIVER TENNIS CLUB, INC.**

*(Revised November 2020)*



**ARTICLE I - NAME**

- Section 1**     *The name of this organization is the Charles River Tennis Club, Inc.*
- Section 2**     *The organization is exempt from federal taxation under Section 501(c)(7) of the Internal Revenue Code.*
- Section 3**     *The fiscal year of the organization shall, unless otherwise decided by the Directors, end on October 31 of each year.*

**ARTICLE II - MISSION**

*The Mission of this organization is to promote and encourage the athletic sport of tennis; to manage and conduct tennis contests, matches, excursions and social meetings of its members; to promote sociability and friendship among its members and to do everything necessary to encourage sportsmanlike conduct for the social and recreational welfare of its members; to maintain a clubhouse and grounds for the benefit of its members; to purchase, improve, develop, lease, exchange, sell, hold and dispose of and otherwise manage real and personal property to be used exclusively for the recreational and social welfare and physical betterment of its members.*

**ARTICLE III - MEMBERSHIP**

**Section 1**     *Any person may be admitted to membership in C.R.T.C. by submitting an application to the Treasurer and approved by an Officer or Board Member.*

**Section 2**     *Membership will consist of the following divisions, namely, Adult, Senior and Junior.*

**DEFINITION OF DIVISIONS:**

**ADULT**

*Any individual between the ages of 19 and 64 prior to May 1st of the current membership year.*

**SENIOR**

*Any individual 65 years or older as of May 1st of the current membership year.*

**JUNIOR**

*Any individual 18 years of age or younger prior to May 1st of the current membership year.*

**Section 3**     *The complete Club paid membership list will be made available on the club website.*

**Section 4**     *Membership will be open to any person regardless of residence.*

**Section 5**     *A half-season rate is allowed after July 15 to permit a new member to join the club. This is only allowable for that individual on a one-time basis to encourage new membership and cannot be used a second time.*

**Section 6**     *The Board of Directors will establish an annual membership limit prior to April 1 of each year.*

**ARTICLE IV - DUES**

**Section 1** *Dues will be established by the Board of Directors and members will be advised of the dues prior to the opening of the club for the season*

**Section 2** *The following members will pay no dues during their term of office: President, Vice-President, Secretary, and Treasurer. This rule applies only to the individuals in office, and is not extended to their family members.*

**Section 3** *Board members and Maintenance Manager may be granted reduced membership dues, as per vote of the Board of Directors based upon the recommendation by the treasurer. This rule applies only to the individuals in office, and is not extended to their family members.*

**ARTICLE V – ANNUAL AND SPECIAL MEETINGS**

**Section 1** *The annual meeting will be held in October each year. If this meeting does not occur at the time fixed, it will be held at a reasonable time at the request of the President, and the officers and the Board of Directors will hold office until their successors have been elected.*

**Section 2** *Five members of the organization, entitled to vote, will constitute a quorum at any meeting of the organization.*

**Section 3** *A meeting may be held at the discretion of the President and after due notification by the Secretary.*

**Section 4** *Notice of all Annual or Special Meetings, must be given to the full membership at least seven days prior to the meeting. However, the Officers and Board Members may meet separately to conduct the business of the Club as needed without notification to the full membership.*

**Section 5** *Roberts Rules of Order will be the referential authority in the case of procedural, parliamentary, or governmental questions not covered herein.*

**ARTICLE VI – OFFICERS/BOARD OF DIRECTORS**

**Section 1** *The officers of this organization will be a President, Vice-President, Secretary, and Treasurer. There will also be a Board of Directors consisting of up to seven members in addition to the Officers. The President will act as the Chairperson of the Board of Directors.*

**Section 2** *All candidates for office will be nominated by a nominating committee appointed by the President. They will be elected by a majority vote by an online vote or paper ballot at the annual meeting of the organization and hold office for two years or until their successors have been elected.*

**Section 3** *The affairs of the organization will be managed by the Officers and the Board of Directors, which will have general supervision of the activities of the club. Meetings of the Board of Directors and Officers will be held at any time at the request of the President, and five members will constitute a quorum. Due notification will be given by the Secretary to all members of the Board of Directors and Officers of the meeting.*

**Section 4** *Vacancies caused by resignation or inability to serve by any Officer or Board Member will be filled by a majority vote of the full Board of Directors and Officers.*

**Section 5** *The Board of Directors and Officers shall serve two-year terms. The terms may be renewed two times. After a one-year hiatus, board members and officers may be eligible for additional terms.*

**Section 6** *The Board of Directors and Officers will be empowered to buy all necessary equipment for the playing and maintenance of the courts without the necessity of a meeting of the organization.*

**ARTICLE VII - DUTIES OF OFFICERS**

**Section 1**     *The President will preside at all meetings of the organization. He/She will be a member ex officio of all committees and will perform all duties as usually pertain to his/her office.*

**Section 2**     *The Vice-President will perform the duties of President in his/her absence or at his/her request.*

**Section 3**     *The Secretary will conduct all correspondence pertaining to the meetings, will notify the members of the Board of Directors and Officers of all meetings, and all members of the Annual and Special meetings, and will keep a true record of all meetings of the Board of Directors and of the Club. The Secretary will have custody of the Club papers.*

**Section 4**     *The Treasurer will be responsible for all funds of the organization and will place the same in such bank as may be approved by the Board of Directors. The Treasurer will keep an accurate record of all transactions and render a detailed report at any meeting that is requested by the President.*

**ARTICLE VIII - AMENDMENTS**

*Amendments to these by-laws are to be presented, in writing, to the Secretary, who will then prepare copies for distribution to the Officers and Board Members. The proposed amendments will then be reviewed, discussed, changed and voted upon before presentation to the general membership at the annual meeting. A copy of the recommended amendments will be included in the notice to the general membership. In all cases a two-thirds affirmative vote of those present will be necessary for a change to the by-laws.*

**ARTICLE IX - COMMITTEES**

**Section 1**     *All committees will be appointed by the presiding officer*

**ARTICLE X - EXPULSION OF MEMBERS**

**Section 1**     *Any member of this Club will be excluded from membership at the discretion of the Board of Directors if his or her dues have not been paid by June 1st.*

**Section 2**     *The members are subject to and must abide by the accepted code of conduct of the Club or are subject to expulsion from the Club.*

**ARTICLE XI - RULES GOVERNING USE OF THE COURTS  
AND OTHER CLUB PREMISES**

**Section 1**     *Use of Courts.*

- A.     *Club Rules of Play will be updated each year by the Officers and Board of Directors and published to members before the season opens.*
- B.     *Persons not belonging to this Club cannot use the courts or other facilities unless accompanied by a Club member, and then only at the discretion of a member of the Board of Directors or in accordance with the current Guest Policy in the Rules of Play.*
- C.     *The courts will not be available for rental.*

**Section 2**     *Conduct of persons using the courts.*

- A.     *The use of profane and obscene language on or about the courts is strictly prohibited.*
- B.     *All persons on or about the courts will conduct themselves in a civil and orderly manner being mindful that their conduct may affect other members and residents of the neighborhood.*
- C.     *All persons on or about the courts will be properly attired; this provision includes appropriate tennis attire and proper tennis sneakers.*

**Section 3**     ***Enforcement of By-Laws***

*All Club members will be responsible for the strict enforcement of these by-laws. The Board of Directors will be empowered to reprimand members for violation of club rules; and may recommend proper action for same at a meeting of the Club.*

## **ARTICLE XII - ASSESSMENTS**

*An assessment may be levied against all members for a specified purpose, subject to the following provisions.*

- 1. All members will be notified of the assessment, its nature and purpose, and the date of the meeting at which it will be acted upon, at least one week prior to the meeting.*
- 2. The enabling motion will state the purpose and amount of said assessment.*
- 3. The favorable vote of two-thirds of those present at the meeting will be required for passage.*
- 4. Failure to pay the amount of the assessment will have the same effect as failure to pay dues, except as provided by the Board of Directors.*

## **ARTICLE XIII – PERSONAL LIABILITY**

*No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arise out of a breach of fiduciary duty as the officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.*



**ARTICLE XIV – INDEMNIFICATION**

*The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceedings.*

*The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.*

*This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.*