

# BYLAWS

## R.G.J.P Tennis Inc., a California Nonprofit Corporation dba Peninsula Tennis Club

### ARTICLE I. NAME & PURPOSE

#### Name

##### Section 1.1

The organization shall be known as R.G.J.P Tennis Inc., a California nonprofit corporation dba Peninsula Tennis Club, hereinafter referred to as the Club.

#### Purpose

##### Section 1.2

. The Club is a nonprofit corporation of members organized to finance, manage, develop, and maintain the tennis facilities at the Robb Field tennis facility. The Club's focus is the enjoyment and benefit of youth and adult competition and social tennis, and for the use and benefit of members of the Club and the community whose participation is solicited and encouraged on a non-discriminatory basis.

### ARTICLE II. MEMBERS

#### Classes of Membership

##### Section 2.1

Following is a list with definitions of the various member types and membership classes of the Club.

#### Voting Members

All voting members are eligible (1) to hold office, (2) to vote in all Club elections, and (3) are eligible for all privileges of the Club. The following membership classes, once approved for such membership, are voting members:

- a. Family Membership. This membership class includes a husband and wife (or two adults living in the same household).
- b. Individual Membership. This membership class includes a person aged 19-59.
- c. Senior Member. This membership class is for persons who are at least sixty (60) years old.

#### Non-Voting Members

The following membership classes are ineligible to (1) to hold office, and (2) to vote in all Club elections. Once approved for such membership, the individuals are eligible for limited privileges of the Club.

- d. Courtesy Membership. This membership class is granted exclusively by the Board of Directors of the Club, and provides for complimentary use of Club facilities. All Club employees or contractors are granted a Courtesy Membership during their period of employment or contract period.
- e. Junior Membership. This membership class is for persons who are under 19 years of age and make regular use of Club facilities.

#### Definitions

##### Section 2.2

In addition to the definitions contained in the above section, set forth below are additional definitions:

- a. Corporation or Club. R.G.J.P Tennis Inc., a California nonprofit corporation dba Peninsula Tennis Club.

- b. Board. Board of Directors of Peninsula Tennis Club.
- c. Member(s) Those persons qualified in membership classes "a" through "e" in Section 2.1, and current with membership dues.
- d. Adult. For the purposes of membership, a person who is nineteen (19) years of age or older.
- e. Senior. A person who is sixty (60) years of age or older.
- f. Junior. A person who is less than nineteen (19) years old.
- g. Guest. An Adult who is granted the use of the Club facilities on a daily basis subject to the payment of a required fee in an amount specified by the Board, and subject to such rules as prescribed by the Board for regular court use.
- h. City. As the context requires, the term "City" refers to the City of San Diego, the City Manager, or the Director of Parks and Recreation
- i. In Writing: Includes Electronic Mail.

#### Application for Membership

##### Section 2.3

Application for memberships shall be made in person or via online form on the Club website, and shall be accompanied by prepayment of dues (either one year or six (6) months). Before being granted access to the tennis facilities, each member must complete a General Waiver form which is available on the PTC website or at the reservation desk.

#### Membership Dues

##### Section 2.4

- a. Annual Membership Dues are due and payable annually on or before the membership expiration date
- b. Membership Delinquency and Suspension. If the annual membership dues have not been paid within 30 days of the expiration, the membership will be considered delinquent and suspended.

#### Revocation and Suspension of Memberships

##### Section 2.5

- a. Revocation of Membership, Other than the suspension and revocation for non-payment of dues noted above, the revocation of a membership shall be decided by a majority vote of the members of the Board. Such revocation action shall be for cause and only after due notice and the opportunity for the member involved to be heard before a meeting of the Board.
- b. Suspension of a Membership. Other than the suspension and revocation for non-payment of dues noted above, the suspension of a membership shall be decided by a majority vote of the members of the Board, and such suspension shall be for a term decided by the Board and will be only for cause. Upon notification of pending suspension, the member may request an appearance before the Board or provide a written statement to the Board on the pending suspension and the member objections to the action. The Board will timely consider any request by member objecting to the pending suspension.
- c. Refunds In the event a revocation of membership occurs, the members' membership dues previously paid may be partially refunded, as appropriate, as determined by the Board.

#### Cause for Suspension or Revocation of a Membership

Section 2.6 A membership may be suspended or revoked by the Board for any of the following reasons:

- a. A serious violation of a Club rule, statute, or City of San Diego Ordinance, or for repeated violations of any Club or City rules.
- b. Activities detrimental to the Club
- 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. Gross unsportsmanlike conduct, or gross disregard of the rights and privileges of other members of the Club.

#### Reinstatement of Membership Privileges

Section 2.7 A reinstatement date for membership privileges will be set at the time of the Board's vote to temporarily suspend the member's privileges. A member's dues must be current on the date of reinstatement.

#### Transferability of Membership

Section 2.8 Membership in the Club is nontransferable and is not assignable.

#### Non-liability of Members, Directors, and Officers

Section 2.9 No member, Director, or Officer of this Association shall be personally liable for the debts, liabilities or obligations of the Club.

### **ARTICLE III. DUES, FEES, and DEBTS**

#### Fees and Dues

Section 3.1 Dues are payable annually in advance. All changes in fees shall be subject to prior approval of the City.

- a. Annual Membership Dues The amount of dues and/or use fees for each Membership class and the time and manner of payment of all dues of all members shall be determined from time to time by resolution of the Board.
- b. Special Assessments. Any special assessments shall be made only with the approval of two-thirds (2/3rds) of the membership voting for such special assessment.

#### Expenditures

Section 3.2

- 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
- b. Expenditures Voted by the Board. All expenditures by the Board shall be approved by a majority vote of the Board, except expenditures in excess of Five Thousand Dollars (\$5,000.000), where at least two-thirds (2/3rds) affirmative votes of the Board shall be required.
- c. No member or committee shall have the power or authority to commit the Club to any expenditures without prior approval of the Board in writing.

#### Debts

Section 3.3 No member or committee shall have the authority to raise any funds in the name of the Club, except as specifically authorized by the Board. No member or committee shall be empowered to commit the Club to any indebtedness without an affirmative vote of at least two-thirds (2/3rds) members of the Board prior to incurring the indebtedness.

#### Bonding of Officers

Section 3.4 All corporate officers who regularly handle funds for or on behalf of the Club shall be bonded. A copy of the fidelity bond shall be provided to the Director, Parks and Recreation Department. The bond shall not include any restrictions requiring conviction before a claim is honored.

### **ARTICLE IV. GENERAL MEMBERSHIP MEETINGS**

#### Annual Meeting

Section 4.1

- a. An Annual General Membership meeting shall be held in February of each year. The date, time and place of the annual membership meeting shall be determined by the Board. Notice of the time, date and place of the meeting shall be sent to the members at least thirty (30) days prior to the scheduled meeting.
- b. The Annual General Membership meeting is a combined pleasure and business session held for the purpose of fostering social interaction among members, to provide a forum for public discussion

of business matters and to afford an opportunity for the members to express their desires to the Board of Directors. The Annual General Membership Meeting is chaired by the President, or another board member the President appoints.

- c. Any member may invite one or more guests: however, such guests may neither participate in any discussion, unless specifically recognized by the Chair, nor vote on any measure before the membership of the Club.
- d. The board shall announce in writing to all members at least fifteen (15) days in advance of the annual membership meeting those issues be brought up for vote. Only those issues so announced shall be brought up for vote.

#### Special General Membership Meetings

Section 4.2 A Special General Membership meeting shall be called at the written request of a minimum of fifty (50) members, or ten (10) percent of the voting members, or by a majority of the Board members. This meeting shall be held no later than thirty (30) days after the written request. The date, time, place and issues to be discussed being announced in writing to all members fifteen (15) days in advance of the meeting. Only those issues so announced shall be brought up for discussion or vote.

#### Quorums

Section 4.3 A quorum at Annual or Special General Membership meetings shall consist of the number of members present of at least 35 members or 10% of the club voting membership.

#### Order of Business

Section 4.4 The Board shall determine the Order of Business for the Annual General Membership Meetings and any Special General Membership Meetings.

### **ARTICLE V. BOARD OF DIRECTORS AND CLUB ELECTIONS**

#### Composition of the Board

Section 5.1 The Board of Directors 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. No person who is receiving wages, a salary, or a stipend, or under contract from the Club shall serve on the Board while in such status

#### Elections

Section 5.2

- a. Board members shall be elected annually from among and by the membership. The Board shall appoint a nominating committee from the membership, none of whom is a Board member, or will be a candidate for the Board within that election. All eligible members desiring to be considered for the Board shall volunteer their names to the Board Secretary or the Nominating Committee.
- b. The election shall be by written ballot and/or by electronic means (email/website). The Board shall ensure the validity of the written or electronic methods used for balloting. Ballots will be available at the reservation desk or by electronic means on or before the 2nd Monday in January to voting members. Ballots must be electronically submitted or received at the reservation desk no later than the 1st Monday of February. Votes may be cast only by members in good standing as of January 1<sup>st</sup>.
- c. From time to time, it may be required to have a Board election at a different time of the year. In the event of such an election, those members term will expire two Februarys following the election.
- d. Insofar as possible, the election of Board Members shall be staggered so that half are elected in one year, and half the following year.
- e. The ballot shall specify the number of Board members to be elected. Each voter shall have as many votes as there are vacancies for the Board. Voters cannot vote more than one vote for any candidate.

- f. The candidates receiving the highest number of votes shall be elected to the Board. If there are three members to be elected, then the candidates receiving the three highest vote totals shall be elected, and so forth. In the event there is a tie for the final place(s) on the Board, the current Board by majority vote shall elect the new board member(s) from those candidates tying in the general membership election.
- g. The nominating committee shall count the ballots at the end of the election, and report results at the February Board meeting. The Board will announce the results of the election via email and club website, and at the Annual Membership meeting.

#### Recording Election Results

##### Section 5.3

- a. The secretary of the Club shall enter the results of any election in the Minutes and notify newly elected members to the Board to attend the next regular or special Board meeting, as appropriate.
- b. The Secretary shall enter the names of all candidates who were not elected but received votes of at least twenty-five (25) percent of the ballots in the Alternates List and in the Minutes, and notify said alternates of their status.

#### Terms of Office

Section 5.4 The term of office of each regularly elected board member shall be two years. A member is allowed to serve no more than two consecutive terms with a break of two years between subsequent terms. New regularly elected members of the Board shall take office at the regular March meeting of the Board. Any specially elected members will take office at the next meeting of the Board and their term of office shall be that of the member replaced. If all board members are elected at a special election, their terms will run to the second February following the election.

#### Board Vacancies

##### Section 5.5

- a. A board member may resign by the submission of a written resignation to the board
- b. A board member shall be deemed to have resigned upon death or if the board member fails to attend three consecutive meetings of the Board, without having communicated to the Board in advance good cause for such absences.
- c. Any office vacated will be filled at the next Board meeting by election of the Board.
- d. Board vacancies shall be filled from the list of alternates which is established in order by majority vote in the previous general election. Only those candidates receiving votes on at least twenty-five (25) percent of the ballots shall be placed on the Alternate List. An alternate shall serve for the remainder of the term of the member of the Board being replaced.
- e. If an alternate has not been selected to serve as the replacement for a Board member during the current year, the status as alternate terminates at the time of the regular election, and a new list of Alternates is established from the result of the new regular election.
- f. If the Alternate List becomes exhausted, the Board shall choose to leave the vacancy unfilled or hold a special election. If two (2) or more Board vacancies occur, the board shall hold a special election or special election meeting as soon as is practical.

#### Authority of the Board

Section 5.6 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, collection and disbursement of all dues, fees, and assessments.
- b. The use, management, and maintenance of Club Facilities.
- c. The construction, enlargement, or remodeling of facilities.
- d. The communication with other organizations such as San Diego Parks and Recreation Department, the City, community advisory boards, and Tennis organizations.
- e. Approval of new memberships, suspension and revocation of memberships, and the issue of written or verbal warnings to any member.
- f. Appoint and remove, employ, and discharge and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, of all agents and employees of the Club.

### Special Elections

#### Section 5.7

- a. Special Regular Elections may be held in addition to the regular annual elections if there is a need for additional Board members and the list of alternates has been exhausted, or for any other purpose when a vote of the membership may be required, such as the approval of a revision or amendments to the Bylaws of the Club.
- b. Special Recall Elections may be held if requested by a written petition of at least twenty-five (25) percent of the eligible voting membership of the Club. Such a recall election may be directed at a Board member, or to any other matter of general interest to the membership. A majority vote of the voting members will be required for successful recall of a Board member, or to negate any prescribed procedure.

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 sixty (60) days, nor earlier than thirty (30) days, from the date the petition is officially submitted to the Board

- c. Procedure:
  - (1) If the need for a special election becomes evident, and there is a prospective or actual need for additional members of the Board, and the list of alternates has been exhausted, the Secretary shall notify the membership of such a need. Those members desiring to stand for election shall so notify the Secretary in writing no later than fifteen (15) days prior to the date of the election.
  - (2) The distribution, return and counting of ballots for a special election shall follow, as closely as possible, the election procedure for a general election previously described. A special Board meeting may be called to expedite the election results and the seating of a new member of the Board, if one is elected.

### Board Meetings

#### Section 5.8

- a. Board Meetings shall be held at such a place within the City of San Diego as designated from time to time by the Board. In lieu of in-person meetings, Board meetings may be held via phone or video conference (Zoom, Teams, FaceTime, etc.). All video conference participants will need to identify themselves.
- b. Regular Meetings shall be held monthly at such time and place as may be designated by the Board.
- c. Special Meetings of the Board may be called by the President, or, if he is absent or unable or refuses to act, by any two Directors; such meetings shall be held via video conference or at the place, within the City of San Diego, designated by the person or persons calling the meeting, and in the absence of such designation at the principal location of the Club.
- d. The Secretary of the Club, or other person designated by the President, shall notify all the members on the Board via email of the time, place, date, and video conference link for meetings of the Board one week prior to the date of the meeting. The Secretary shall post notice of the time, place date, and video conference link for all board meetings at the principal office of the Club.
- e. A quorum shall consist of a majority of the Directors.
- f. 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, as defined above, is not present, and the only motion which the Chair shall entertain at such meetings is a motion to adjourn.
- g. All meetings of the Directors shall be governed by ROBERT'S RULES OF ORDER, insofar as the rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of the Club, or with law.
- h. Meetings of Directors shall be presided over by the President of the Club, or by the Vice-President, or, in the absence of both, by a chair chosen by a majority of the Directors present. The Secretary of the Club shall act as Secretary of the Board. In case the Secretary is absent from any meeting of Directors, the chair may appoint any person to act as Secretary for the meeting.

- i. Meetings of the Board shall be open to all members. The Board may meet in executive session closing the meeting to open discussion for the sole purpose of discussing personnel matters, litigation, or other sensitive issues.
- j. Members shall be given the right to address the Board at each regular meeting. The President or presiding officer shall determine the appropriate manner in which members are recognized.

#### Standing Rules

Section 5.9 The Board by the affirmative vote of at least two-thirds (2/3rds) of the Board members 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, and will be posted on the Club website.

#### Written Consent

Section 5.10 Any action requiring or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such actions. Such written consent or consents shall be filed with the minutes of the following Board meeting. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Club authorize the Directors to act, and such statement shall be prima facie evidence of such authority.

#### Acts and Decisions

Section 5.11 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Club, or these Bylaws require a greater number

### **ARTICLE VI. OFFICERS**

#### Numbers and Titles

Section 6.1 The Corporation shall have a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. Assistant Secretary and Assistant Treasurer may serve as elected by the Board. An officer's term shall not exceed four (4) years.

#### Qualifications, Elections, Term of Office and Vacancies

Section 6.2 Officers of the Club shall be elected annually from among the Directors by the Board at its first regular meeting following the annual election of Directors. Vacancies shall be filled by the Board.

#### Duties of the President

Section 6.3 The President shall be the chief executive officer of the Club and shall, subject to the control of the Board, supervise and control the affairs of the Club. The President shall perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board.

#### Duties of the Vice-President

Section 6.4 The First Vice-President, or the Second Vice President in the absence of the First, shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President(s) shall perform such other duties as may be prescribed from time to time by the Board.

#### Duties of the Secretary

Section 6.5 The Secretary shall keep minutes of all meetings of the members and of the Directors, shall be the custodian of the corporate records, shall give all notices as required by law or by these Bylaws, and, generally, shall perform all duties incident to the office of Secretary and such other

duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board.

#### Duties of the Treasurer

Section 6.6 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 of Directors, shall keep and maintain adequate and correct accounts of the Club's properties and business transactions, shall render reports and accountings to the Directors and to the members as required by the Board or members, and shall in general perform all duties incident to the office of the 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 from time to time by the Board.

Section 6.7 The office of Secretary and Treasurer may be combined by the Board of Directors when deemed necessary and the Board may appoint Assistants to the principal officers.

### **ARTICLE VII COMMITTEES**

#### Establishment of Committees

Section 7.1 The Board, by resolution or standing rule, may from time-to-time designate Committees for specific purposes. The resolution designating the Committee shall provide for the appointment of its members and Chairman, state its purposes, and provide for its termination.

### **ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### Execution of Instruments

Section 8.1 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 to bind the Club by any contract or engagement or to pledge its credit or to render in liable pecuniary for any purpose or in any amount.

#### Checks and Notes

Section 8.2 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 note, 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 officer or agent so designated by the Board.

#### Deposits

Section 8.2 All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

### **ARTICLE IX. CORPORATE RECORDS, REPORTS, AND SEAL**

#### Minutes of Meetings

Section 9.1 The Club shall keep at its principal offices, or at such other place as the Board may order, minutes of all meetings of the Directors and all General Membership meetings, with the time and place of holding, whether regular of special, and, if special, how authorized, the notice given, the



names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

#### Books of Account

Section 9.2 The Club shall keep and maintain adequate and correct record of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

#### Inspection of Records by Members

Section 9.3 The books of account, and the minutes of meetings of the Directors, members, and any Committees shall be open to inspections on the written demand of any voting members at any reasonable time, for a purpose reasonably related to the interest of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection shall be made in writing to the President or Secretary of the Club.

### **ARTICLE X. FISCAL YEAR**

Section 10 The fiscal year of the corporation shall begin on the first day of January, and the end of the last day of December in each year.

### **ARTICLE XI. BYLAWS**

#### Effective Date of Bylaws

Section 11.1 These Bylaws shall become effective immediately on their adoption by membership vote. Amendments to these Bylaws shall become effective immediately on their adoption.

#### Amendment

Section 11.2 Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, may be altered, amended, or repealed by the new Bylaws adopted by the vote or written assent of the majority of the members voting. Prior to amending these Bylaws, fifteen (15) days advance notice to the membership shall be required. The notice shall include the language to be amended.

#### Certifications and Inspections

Section 11.3 The current version of the Bylaws will be posted to the Peninsula Tennis Club website.

### **ARTICLE XII. PROHIBITION AGAINST SHARING CLUB PROFITS AND ASSETS**

#### Club Profits and Assets

Section 12.1 No member, Board member, Officer, employee or other person connected with the Club, or any private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Club, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Club in effecting any of its purposes as shall be fixed by resolutions of the Board.

#### Dissolution

Section 12.2 The organization may be dissolved only with authorizations 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 a non-profit fund, foundation, or corporation which is organized and operated exclusively for the advancement of the tennis community of Ocean Beach and the San Diego area generally.

**ARTICLE XIII. CONFLICT OF INTEREST**

Section 13 The Club Manager shall not be an officer of the corporation nor one of its Directors, nor shall any officer or Director serve as Club Manager. No officer or Director shall derive a financial benefit from the operations of the Club; Directors shall abstain from voting on any other matter in which there is a conflicting financial interest after having first advised all voting Directors of the nature of the interest. A financial interest, as used herein, shall also include any conflicting interest that the officer or Director, or a spouse, or an immediate member of the family has in a business or profession which directly or indirectly will affect or be affected by the operation of the Club.

**ARTICLE XIV. CONSTRUCTION**

Section 14 As used in these Bylaws:

- a. The present tense includes the past and the future tenses, and the future tense includes the present.
- b. The singular number includes the plural, and the plural number includes the singular
- c. The words "shall" and "will" are mandatory and the word "may" is permissive.

**ARTICLE XV. TENNIS PROFESSIONALS**

Section 15 Upon approval of the board, Tennis Professionals may utilize Peninsula Tennis Courts and reservation systems for the purposes of Youth and Adult tennis clinics and individual instruction. Each tennis pro must have a Tennis Professional Agreement in place with the club.

Approved by President \_\_\_\_\_ / \_\_\_\_\_  
(Date) (Signature)

Adopted by Membership \_\_\_\_\_  
(Date)